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ISSUE 149 · AUGUST 2007

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ISSUE #149 AUGUST 2007 VOLUME 21, NO 8

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SAVAGE TIDE ADVENTURE PATH

40 ENEMIES OF MY ENEMY
Wolfgang Baur
The time draws near for the final assault on Gaping Maw, but first the PCs must recruit allies from the depths of the Abyss to the eladrin Court of Stars. Yet will this unlikely alliance of demons and eladrins be enough to stop the Prince of Demons? A Savage Tide Adventure Path scenario for 19th-level characters.

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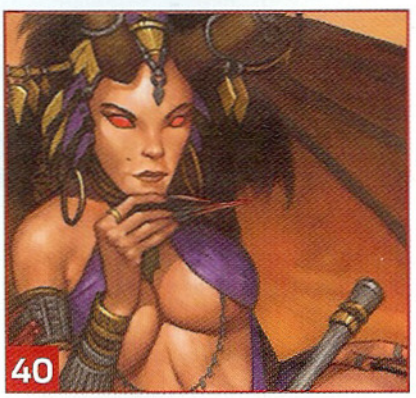

ON THE COVER

Iggwilv the Witch Queen, Mother of Iuz, Lover of Graz'zt, and Daughter of Baba Yaga graces *Dungeon*'s cover for the second time, courtesy of James Ryman.

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"Thus it is that in war the victorious strategist only seeks battle after the victory has been won, whereas he who is destined to defeat first fights and afterwards looks for victory."

Sun Tzu
"The Art of War"

DUNGEON ADVENTURE PLAYER REWARDS!

Take advantage of the RPGA's Player Rewards program by scoring points with the adventures from this issue of *Dungeon*! Each adventure is worth 2 D&D Player Rewards points, and remains active until 9/30/07.

RPGA NETWORK

Drop by rpga.com for more details, and use the following adventure codes:
War of the Wielded (149WW1DN)
Twisted Night (149TN1DN)
Enemies Of My Enemy (149EE1DN)

PENULTIMATE NON-SEQUITUR

Warning: this editorial opens a window into a realm of madness.

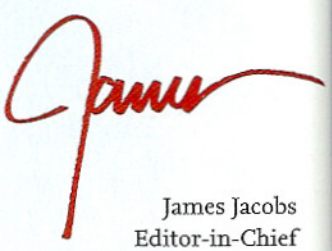
What caused this madness? I think it was all the stat blocks. Over the last four years, I must have edited somewhere in the neighborhood of 1,500 stat blocks for creatures ranging from kobold samurai and flumph sorcerers to immortal worm gods and deity-spawning witches. And it all started with Rary.

Within a week of my first day of work here at Paizo, Erik Mona dropped a stack of papers off on my desk and said something to the effect of, "Here's Rary's 3.0 stat block. Make it a 3.5 stat block. I want to see it, synergy bonuses and non-retroactive Intelligence boosts and all, on my desk by 5:00 pm." I may be misremembering the exact urgency of the request, and him sloughing the task off on the new guy may or may not have had anything to do with the fact that he was way behind on a certain freelance project (*cough* *Crooks* *cough*), but that's how I remember it.

I must have done an okay job with Rary, because in short order I gained a new super power. Every time Erik started giving me lip, I idly mused aloud that maybe he would like to handle that issue's stat blocks, and that usually got him to pipe down. Not that Erik can't build a stat block. He built plenty of deity stat blocks for *Faiths and Pantheons*, after all. It's just that one of the perks of not being the low man on the *Dungeon* masthead is that you don't *have* to do the hard stat blocks. I fondly remember being able to inflict stat blocks for dwarf blacktooth dire werewolverine 13th-level wizards and vampire Tethyrian human fighter 13/blackguard 3/master vampire 3 dungeon bosses on Jeremy Walker, for example.

At the same time, part of me really enjoys building stat blocks. Which may mark me as an editorial masochist or a lunatic, but whatever. When we were creating outlines for the adventures that comprised "Age of Worms," I staked my claim on "Into the Wormcrawl Fissure" early because that meant I got to build Dragotha's stats. And while I was developing Wolfgang Baur's "Enemies of My Enemy," with all of its delicious stat blocks for NPCs who've been in the game for decades, the creepy giggles and chortles of evil DM glee surely had my officemates reaching for their phones and thanking their foresight in putting the loony bin on speed dial.

The madness has spread beyond me, too. Jeremy Walker, for example, has developed this strange obsession with the saving throw DCs for trample attacks. So now, whenever I run across a particularly high one, I know that shouting over the tops of cubicle walls, "I just did a stat block for a monster with a DC 55 Trample attack" is pretty much guaranteed to get a cheer. (For those keeping score at home, I believe the highest Trample DC save we've ever published is the one for the advanced blackstone gigant in "Quicksilver Hourglass," which had a hearty DC 72 Reflex save to take half damage when she steps on you.) And for monsters that swallow whole, we've got a score sheet taped to one wall with the header "Muscular actions since 12/21" and about 15 hash marks, indicating how many times we've done complete stat blocks for monsters that have the strange D&D ability to easily survive having their food hack their way out from inside their bellies. And what about monsters like the greenvise? It's a plant. Plants aren't supposed to have muscles, but there it is: "muscular action closes the hole" in the middle of its swallow whole entry. I suppose in a world like D&D, where a snake can have the Run feat, or where the offspring of a dwarf and a human is a monstrous humanoid, or where it's against the rules to have a Large crocodile, anything is possible.



James Jacobs
Editor-in-Chief
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FROM THE PUBLISHER

Readers,

Recently, Wizards of the Coast decided not to renew Paizo Publishing's license to create and distribute *Dragon* and *Dungeon* magazines. Both magazines will cease publication following the release of their September issues, which ship to subscribers and newsstands in August. The final issues of the magazines will be *Dungeon* #150 and *Dragon* #359.

Wizards of the Coast will be moving the kind of content currently found in the magazines to an online model. Both companies remain on good terms and continue to discuss future opportunities for publishing partnerships. As more information becomes available on Wizards of the Coast's plans for the *Dragon* and *Dungeon* brands, we'll keep you updated in the remaining issues of the magazines.

Paizo will continue to create products compatible with the world's most popular roleplaying game. In addition to our existing line of GameMastery accessories like Item Cards and the new Critical Hit Deck, this summer will see the debut of two exciting RPG lines from the same creative minds that have brought you the magazines these last five years. In June, Paizo kicks off its new GameMastery Modules line, featuring monthly 32-page adventures from top designers like Nicholas Logue, Richard Pett, Wolfgang Baur, and Jason Bulmahn! Each lavishly illustrated full-color GameMastery Module is designed to be used easily in a wide variety of campaigns, and will meet or exceed the expectations you've come to expect from Paizo Publishing.

August sees the debut of *Pathfinder*, a new monthly 96-page, perfect-bound, OGL-compatible full-color softcover Adventure Path book printed on high-quality paper. Over the last several months, the same editors who bring you *Dragon* and *Dungeon* have been developing the next evolution in RPG campaigns, and we hope you'll take some time to look at what we have to offer. *Pathfinder* will be sold at hobby retail stores, bookstores, and online at paizo.com, and—though it's a book, not a magazine—we'll be offering a subscription service for gamers eager to add a vorpal edge to their campaigns. In fact, you can subscribe to *Pathfinder* right now and receive a free bonus *Player's Guide* to the first *Pathfinder* Adventure Path: Rise of the Runelords.

Speaking of subscriptions, the discontinuation of *Dragon* and *Dungeon* will leave many of our valued subscribers with excess subscription credit. Paizo has set up a special transition web page at **paizo.com/transition** that offers multiple options to these subscribers. A brief summary of these options follows:

***Pathfinder*:** Current subscribers can transfer their existing post-September subscription credit to monthly volumes of *Pathfinder* at a generous discount as an easy way to try out the new publication. This is your opportunity to get in on the ground floor of this major new series, and we'd certainly love the chance to keep delivering exciting gaming content to you on a monthly basis.

***Dragon* and *Dungeon* Back Issues:** Subscribers can choose to receive select back issues on a one-for-one basis based on remaining subscription credit. This is a great way to fill holes in your collection.

Paizo.com Store Credit: Paizo.com is the Internet's leading online hobby store, with more than 22,000 gaming products from hundreds of publishers. Subscribers can swap their excess subscription credit for store credit on our website at a generous 120% exchange rate.

Refund: If none of the above options appeal to you, Paizo will issue you a refund check for your remaining subscription credit. (Refund checks will be issued starting October, 2007, and may take several weeks to arrive.)

Subscribers without access to the Internet should contact our Customer Service Department for more information about the above choices and a form to help you make your selection. Write us at Magazine Transition/Paizo Publishing, LLC/2700 Richards Road, Suite 201/Bellevue, WA 98005. We anticipate a large volume of mail related to the transition, so please be patient with us as we address your needs.

Dragon and *Dungeon* have been the backbone of Paizo Publishing since we spun off from Wizards of the Coast's periodicals department in 2002, and both magazines have been an integral part of the RPG publishing world for decades. Bringing the magazines to you every month has been a true honor, and we in the Paizo family look forward to the continuing honor of serving your gaming needs for years and years to come.

Sincerely,

Erik

Erik Mona
Publisher

Tell us what you think of this issue.

Write to: Prison Mail, Paizo Publishing, 2700 Richards Road, Suite 201, Bellevue, WA 98005-4200 or send an email to dungeon@paizo.com.

Check out the *Dungeon* messageboards at paizo.com/dungeon

DUNGEON #146

SCUTTLECOVE: CITY OF CHAOS
Dungeon
SPAWN OF SEHAN
CRUSH THE CRIMSON FLEET!
DEMONIC PIRATES • YUAN-TI • SHAVED HARPIES
WOLFGANG BAUR'S DUNGEONCRAFT • DOWNED • VOLCANOES

Before we decided to go with a reimagining of the classic cover of the Isle of Dread for *Dungeon* #139, the initial concept for that cover was a female pirate. I'm glad we waited, because by the time issue #146 rolled along, we actually had a specific pirate to illustrate, courtesy of Nicolas Logue's "The Bullywug Gambit." Harliss wasn't a major part of the Savage Tide outline at the start, but she's turned into one of the more important and memorable NPCs in the entire Adventure Path.

Issue #146 also featured a return to one of my favorite creations: the vile city that stars in Richard Pett's "Serpents of Scuttlecove." And this time we didn't have to seal off a section of the magazine to do it!

Fan-favorites Tim and Eileen Connors had their second adventure appear in this issue as well. "Escape From Meenlock Prison" actually gives Scuttelcove a run for its money as far as gruesome NPC fates go.

Finally, the second part of the "Spawn of Sehan" Campaign Arc brought us face to face with the Far Realm. Hope you make your sanity checks!

Back issues of *Dungeon* #146 are available at paizo.com.

Prison Mail

Mummy Me Up!

I'm nearly to the end of the "Sea Wyvern's Wake," at Journey's End to be exact. One of my players has decided he wants to take a ship (one of the Scarlet Brotherhood ships they captured earlier) and sail back to civilization in an attempt to have himself turned into a mummy (a long story). I'm wondering if you have any suggestions for skill checks he would need to make to get back and/or the likelihood of storms or monster attacks. I don't have *Stormwrack*, so I can't go off of that. Any ideas you have would be awesome. Thanks.

Allan Cornelius
Via Email

It's difficult to address the question of what might lie in wait for anyone who backtracks to Sasserine on their own when dozens of reasons why someone would want to become a mummy distract me. One thing to keep in mind, though, is that a large sailing ship requires a crew—ships the size of the Sea Wyvern *or* Purity's Prow *require a minimum crew of seven, so one lone PC won't be able to sail a ship back to Sasserine on his own. He could, I suppose, row back in a rowboat, or even walk back, but then issues of food and water and other supplies rise. As for the perils of the trip itself, pages 92–95 of the* Dungeon Master's Guide *have some good advice for aquatic and weather-based encounters to vex PCs who are brave (foolish?) enough to decide to head back to Sasserine on their own while the rest of the group sails on.*

Scaling the Savage Tide

First of all I would like to say how much I enjoy your magazines (*Dragon* and *Dungeon*)—when they arrive in the mail I can hardly wait to rip them out of their wrapping and read everything several times over. Also, props on the Savage Tide Adventure Path! I am running the Savage Tide and I would just like to say that it is one of the best pre-made campaigns that I have ever come across. Keep up the good work! However, I do have a minor complaint; so far in all of the adventure installments there has been a sidebar for scaling the adventure, but it is missing in the Serpents of Scuttlecove. What are the changes that would need to be made to scale the adventure? Thank you for taking the time to read this email, and for making such a high quality product.

Andrew Ervin
Moses Lake, WA

I've wrestled with the necessity of including Scaling the Adventure sidebars for four years now, and habitual readers of Prison Mail doubtless remember this topic coming up once or twice a year. In a nutshell, though, the Scaling the Adventure sidebars often end up getting cut because we get to a point where there's really nothing else that can go away at the last minute to make an adventure fit.

Fortunately, Scaling the Adventures are all pretty similar. The easy way to adjust an adventure is to simply add or subtract character levels from the monsters by an amount equal to the difference between the average

NEXT MONTH IN DUNGEON

KILL BARGLE!

BY JASON BULMAHN

Eveyone who learned to play the game with the Red Box knows about Bargle. In this adventure, you get your chance to inflict one of D&D's most infamous villians on your PCs. And never fear. The first encounter is still a TPK machine. A D&D adventure for 3rd-level characters.

QUOTH THE RAVEN

BY NICOLAS LOGUE

Sequal to issue #133's "Chimes at Midnight," this adventure reunites the PCs with an old enemy who may just hold the only clues to unmask a new killer who has come to Sharn. An EBERRON adventure for 8th-level characters.

PRINCE OF DEMONS

BY GREG A. VAUGHAN

The time to bring the fight to Demogorgon is nigh! An army of demons and eladrins stands ready to mount an assault on his Abyssal realm of Gaping Maw, which should give your players the distraction they need to prevent the Prince of Demons from activating the savage tide and driving a world insane. A Savage Tide Adventure Path scenario for suicidal 20th-level characters.

DUNGEON INDEX

The last *DUNGEON* index you'll ever need! All adventures printed from issue #1 to #150, organized by game system at your fingertips. Also included: indexes of maps of mystery, campaign workbooks, and more. Includes a look back at the magazine's top ten villains and top ten adventure locations.

PLUS!

A poster-sized Map of Mystery that reveals the locations of dozens of previous Maps of Mystery on a brand new World of Mystery by Chris West along with the long awaited fourth part of his delve Map of Mystery, the fiend-sage of Rel-Astra, the conclusion to Downer, one more yugoloth, rules for bar fights and walls that come to life, and a special goodbye from the *DUNGEON* staff!

party level and the adventure's expected average party level. Alternately, you can add or subtract Hit Dice from advanced monsters to customize them.

That said, there are certain elements to adventures that simply cannot be addressed by changing stat blocks. A murder mystery has a rough time functioning after the PCs gain access to speak with dead, *for example. And the long overland journey plot is undone by* teleport. *In the end, the best way to "scale an adventure" may just well be to run a different adventure.*

In any case, since an Adventure Path is more likely than a stand-alone adventure to be used for the levels it's designed for, we often decide that Scaling the Adventure sidebars are less important than an equal amount of adventure content. It's not a perfect solution, but it's better than cutting content.

One of Many

I just found out about the end of *DRAGON* and *DUNGEON* magazines. I've been a subscriber since #64 for *DRAGON* and have enjoyed reading both these magazines every month. I am very saddened by this and really hope you reconsider. These magazines are my primary link to gaming and without them I can assure you my interest in other gaming products will wane. I think you all are making a very big mistake.

Saul Nuccitelli
Austin, TX

I would have loved to continue working on DUNGEON *forever, but that option is out of my hands, alas. The magazine is owned by Wizards of the Coast, and in the end, they're the ones who get to make the decisions for its future. Yet in a lot of ways, the content you've come to love in this magazine isn't going away—it's just changing locations. I encourage you to check out what WotC does with the coming online incarnation of the magazines' content, and also suggest that you check out* Pathfinder *when it comes out in a few months.*

So, You're all in a Tavern...

In all the flurry of recent news about the end of *DUNGEON* magazine, I wanted to make sure that issue #146 was not overlooked. It was great—combining all the elements that have made the magazine such a success under Paizo leadership these past five years. Tim and Eileen Connors' "Escape from Meenlock Prison" was exceptionally well crafted—both from a literary and dungeon design perspective. The Savage Tide promotes in narrative, layout, and artwork something consistently thrilling; I'm sure it will continue with Paizo's new *Pathfinder* series and *GameMastery Modules*. While Wolfgang Baur has exceeded his own incredible standard of useful advice with "The Perfect Pantheon," it is James Sutter's hilarious editorial that I want to comment most upon.

I played D&D during adolescence and college, and had the pleasure of rediscovering it at the end of medical school. While it might not surprise you that I had no difficulty in recruiting players from the somewhat nerdy pool of surgeons and internists, I haven't had difficulty finding players in the real-world either. My current table consists of lawyers, bankers, and designers, and I met some of them in bars! I agree with James that geeks are the new cool, and are looking for a compelling story between the twisted traps and marauding monsters.

How then can a letter to *DUNGEON* not address the end?

I will start with the most important thing: I am relieved to hear that this business decision has not adversely affected the staff at Paizo. I have often found Erik and James to be brave in what they say in Prison Mail—it has the same spirit of peer-reviewed honesty that the best literary and science magazines possess. Openness to criticism and collective contributions are things a more corporate and businesslike mindset has difficulty grasping. In a similar vein, I am deeply concerned how Paizo will draw upon fan-submissions after the transition. As an aspiring adventure-writer, there doesn't seem to be much of an opening—or at least not for a while. How will this bode for the Nicolas Logues of the future?

A frantic reading of the message boards confirms one of the things I learned when training to be a doc-

THIS MONTH IN DRAGON

CORE BELIEFS: SAINT CUTHBERT

BY SEAN K REYNOLDS

Submit to the faith of Saint Cuthbert of the Cudgel, god of discipline, truth, and wisdom. Learn the ways of his stern faith and zealous clergy. The word of the Cudgel is the law, and the word must be spread so that all may benefit from his wisdom.

CHECKMATE

BY KEVIN BAASE AND ERIC JANSING

Drawn from four of *Dragon*'s best-known covers, six new creatures bring the cold strategy of the chessboard to life. Face powerful foes like the black king or take command of an entire chess legion for the ultimate battle of wits.

THE MASTER'S FORGE

BY RODNEY THOMPSON

Learn the tricks of experts in the trade and create equipment worthy of the word "masterwork."

PLUS

The Ecology of the Kaorti, Volo's Guide, Dragonmarks, Savage Tidings, Class Acts, Comics—including Order of the Stick—and more!

tor about the stages of grieving and loss. Denial gives way to anger, then bargaining, onto sadness, and finally acceptance. I was touched by the positive "Thank You" thread, as I'm sure you were. The fans of *Dungeon* and *Dragon*, it seems, love this hobby as much as the staff at Paizo do. It sounds like there are real tears for the end, and as Gandalf says, those tears are not an evil. It is the first sunny day up here in Toronto and I'm filled not only with a sense of loss, but with excitement for the future—and I know I'm not alone. Here's to the next five years at Paizo!

S.A. Borst
Toronto, Canada

We've had an enormous amount of mail, email, and messageboard posts from readers about the end of Dragon *and* Dungeon *magazine, far more than I can print in these three pages of Prison Mail. The last two letters pretty much sum things up though.*

That said, thanks for the kind words about issue #146. Even though the magazines are going away, we here at Paizo have no intentions of letting them pass quietly. A glance through this very issue should prove that, with the incredible roster of NPCs that Wolfgang Baur's throwing around in his adventure, "Enemies of My Enemy." And a quick glance to the sidebar on the previous page should satisfy curious readers who are eager to see what we've got planned for Dungeon*'s last issue.* —James Jacobs

Sutter Sez...

I would like to congratulate James L. Sutter on his fine editorial in issue number #146. It was one of the best I have seen in years. I have been playing D&D since I was 9 back in 1981, and like most of the players of my generation, I thought video games would bring about the end of traditional paper and pencil D&D. I am happy to say that Mr. Sutter has changed my mind. I now see the potential for it to be bigger than in the 80's. Keep printing what the kid has to say!

Secondly, regarding those "scandalous" covers, I would like to point out that D&D is set in a fictional world, one where devils and demons sometimes play important roles. Second edition was just not very good—the game suffered because people like myself did not come back until the core rules made it fresh and exciting again. So if you are so uncomfortable with the artwork, take your dice and go home, or just rip the cover off for the kids. When you "simply" ask the magazine to redo covers you are asking them to limit the content. Sometimes as a subscriber I get nothing useful out of a whole magazine, but it would be selfish of me to complain when I know that someone else will wear out their copy. I enjoy *Dungeon* about 90% of the time, and that is good enough for me.

Lester Sexton
Brunswick, Ohio

Thanks, Lester! I'd be lying if I said I didn't expect that editorial to provoke a response—just now I counted nearly 200 messageboard posts about it, many decidedly less pleased than yours. To clear up some of the confusion: I never meant to imply that dungeon romps are dead. Far from it! I actually just finished writing one for our GameMastery *module line that I hope achieves that "classic" feel. What I meant is that hack-and-slash (negatively defined here as gaming without story—the old wading-through-the-sea-of-skeletons bit) has grown stale, and that these days even your combat-heavy romps need some plot to them to keep the newcomers interested. Maure Castle is a perfect example—sure, the traps and combat are great, but it's the overarching storyline of the Maures and their mysterious patron that keeps me thinking about it long after the session is over. And to me, that's no longer simple "hack-and-slash"... that's a good adventure, period.*

As for the second half of the editorial, I continue to wonder if perhaps much of the "gamer stigma" is a product of us embracing and internalizing the negative stereotypes. How long would such things hold out if everyone who played came out of the RPG closet? Could it be that we're our own biggest oppressors, and that new generations—the children of WoW *and* Halo *players—will game without ever questioning it? I think we're poised to find out, and probably sooner than we think.* —James Sutter

WAR OF THE WICKED

BY MICHAEL KORTES,
BY UDON,
BY ROB LAZZARETTI

ANY SETTING „ LOW- LEVEL (1ST–5TH) „ URBAN

For centuries, two rival factions of intelligent magic weapons have recruited soldiers into a secret conflict, easily manipulating those who would carry them. Can the PCs find a way to stop the endless bloodshed, or will they become the next generation of pawns?

"War of the Wielded" is a D&D adventure for 5th-level characters, and takes place in the city of Sasserine, detailed extensively in the Savage Tide Adventure Path. Before running this adventure, you should familiarize yourself with the rules regarding personality conflicts between intelligent magic items and their wielders (*Dungeon Master's Guide* 271).

Additional material on the city of Sasserine can be found in the backdrop in DUNGEON 139 and in the free *Savage Tide Player's Guide* available online at **paizo.com**.

ADVENTURE BACKGROUND

Generations ago two competing thieves' guilds vied for control of Sasserine's underworld. The House of Oquon, a collective of egalitarian political radicals turned criminal, fought mercilessly with the Cabanites, a matriarchal organization consisting entirely of former nobles dissatisfied with the city's government. Back and forth across the city the two groups fought, from the Oquon's guildhouse in the Sunrise district to the Cabanites Noble district hideout. As both sides were killed off faster than they could recruit new troops, the guilds' numbers dwindled, causing the leaders of the factions to compose a desperate plan. Both sides created a number of powerful intelligent weapons, items capable of dominating their wielders and forcing them to continue the guilds' eternal struggle. The plan worked perfectly, and long after the leadership of both houses had collapsed and been forgotten, the weapons continued the struggle. Over time, however, the weapons were slowly acquired by museums and private collections capable of avoiding their influence, and few today remember the legends of the houses' bitter feud.

Recently, however, the executors of a private estate made the mistake of picking up one of each faction's weapons, which immediately took control and dispatched their wielders on a mission to free the others. Now returned to their full strength, the weapons seek to settle matters once and for all, and let the canals of Sasserine run red with blood.

ADVENTURE SYNOPSIS

While investigating the scene of a bizarre back-alley murder, the PCs discover a

SASSERINE

Sasserine (Large City): Conventional; AL NG; Population 15,650; 40,000 gp limit; Assets 31,300,000 gp; Mixed (77% human, 6% half-elf, 5% halfling, 4% gnome, 4% dwarf, 2% elf, 1% half-orc, 1% other).

talking short sword named *Sabrehawk*. *Sabrehawk*, an Oquon loyalist, attempts to recruit the PCs to help him rescue a captured bladebrothers. He urges the party to act before his arch-rivals, the Cabanites, can entomb the captured Oquon weapons forever inside a deep pool of mud transmuted to solid rock. The PCs infiltrate a luxurious spa in Sasserine's wealthy embassy district and disrupt the Cabanite entombment ceremony. During or after the battle, an intelligent Cabanite rapier and her allies attempt to counter-recruit the PCs and turn them against the Oquons.

The PCs soon learn that neither the Oquon nor the Cabanite weapons represent any meaningful cause, and that the only true victims are their wielders. Once thoroughly embroiled in the conflict, the PCs meet Larcos Dengrin, a grim holy liberator who lost his status as a paladin to the Oquon-Cabanite war. Once a thrall of the weapons himself, Larcos asks the PCs to join him in a secret plan to destroy all of the remaining sentient blades.

To do this, the PCs must first capture the Kogoloxen, an enormous rust monster of local legend that Larcos has located in the Corroded Caves to the south of Sasserine, at the foot of the mountains containing the Dungeon of Rust and Fire.

Once the creature is either subdued or lured inside Larcos' specially prepared ironwood cage, the PCs must haul the heavy, voracious beast back to the city. In the meantime, Larcos arranges for a conference between the Oquon and Cabanite blades to take place in an abandoned marshalling dome in Shadowshore, using himself as bait. Each faction attends with its wielders in order to knife the other side and re-dominate Larcos, a powerful prize for their never-ending war. If the PCs return with the Kogoloxen in time, they seal everyone inside the dome and unleash their crazed rust monster, igniting a final chaotic battle and ending the ancient conflict.

ADVENTURE HOOKS

The adventure begins as the PCs encounter the aftermath of a duel between the wielders of the Oquon short sword *Sabrehawk* and the Cabanite rapier *Czarina Valora*. There are several ways to draw the PCs into an investigation. The most obvious is to have the PCs alerted by the screams of civilians running across the loser's body. If your group needs a more intricate lead-in, the city's Gentleman's Duelist Association may hire them on to solve a rash of mysterious and illegal duels to the death, which follow none of the usual rules of civilized engagement and have Sasserine's government considering a crackdown on duels of any type.

RECOVERING SABREHAWK

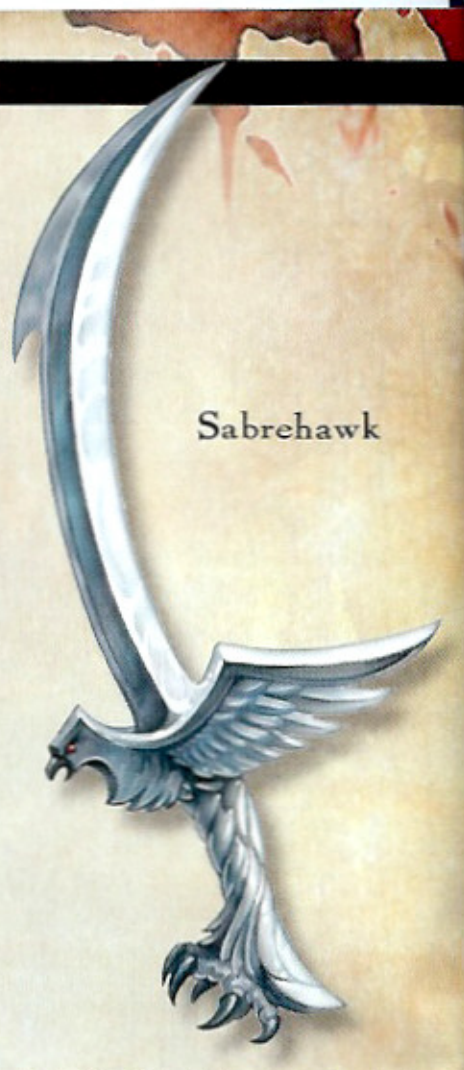
Whether actively investigating the commotion or simply passing nearby, the party runs across the following scene.

A low stone well sits at the end of this earthen back alley. Before it lies the body of a dead warrior, garbed in a thick bodysuit of jet-black chainmail. A small crowd gawks from the alley's edge, but none have the courage to enter.

The human corpse is a male Oquon recruit, slain after his run-in with a Cabanite rival. If the PCs investigate, they can discover the following information with the appropriate skill checks.

DC 10 Search check: The area around the body is scuffed with signs of a careening, complex duel. Aside from his armor, clothing, and empty scabbard, the dead man has no possessions whatsoever. (At one point he had a coin purse, but this has been stolen by Rohanis, the beggar who first arrived on the scene.)

DC 10 Heal check: The corpse has a series of razor-thin wounds, as from a sharp, skinny blade, but none of them appear deep enough to be life-threatening. (*Czarina Valora*, the sword that killed him, used her wounding ability to damage his Constitution.)



DC 20 Heal check: The corpse has lost a great deal of blood, possibly causing his death, but there's very little blood in the alley. (*Czarina Valora* used her puncturing ability to finish him off, draining much of his blood.)

The PCs only have 5 minutes to examine the scene before a watchman arrives. Fortunately, the watchman who does, **Ghaultin Valk** (NG male, human warrior 1, Sense Motive +0) is young, inexperienced, and secretly delighted to let someone else investigate.

Rohanis (N male, human commoner 2, Bluff +2), a beggar who witnessed the duel's violent conclusion, still lingers within the crowd, suspecting that his observations might be worth some coin to someone. He hints at such to the PCs, and if they slip him 3 gp or more, or adjust his attitude from indifferent to friendly, Rohanis describes what he saw:

"There were two of them: the dead guy and a woman with a skinny, jeweled sword. The dead one had a shorter, silver blade. Their

swords were moving so fast it was hard to even watch. In the end, it looked like she barely touched him—just tapped him in the side with her sword and he staggered. But before he fell, he stumbled over to that well and dropped his sword into it. That seemed to anger the woman, who finished him off with a stab to the back. She looked like she was getting ready to jump into the well herself, to go after the sword, I guess, but then she noticed the crowd that was coming to investigate and ran off, heading east through that alley."

A successful Sense Motive check opposed by Rohanis's Bluff skill reveals that he has not been entirely truthful. If a PC pursues it, Rohanis reluctantly admits that he took the 17 gp in the dead man's coin purse for himself. If the PCs don't think to do so themselves, Valk suggests recovering the dead man's sword from the well.

If the PCs do so, the sword reveals his nature as a magic item named *Sabrehawk* and explains what has transpired. His wielder was tracking an "evil Cabanite agent" back to her lair, where *Sabrehawk* believed one of his missing comrades had been taken prisoner. Unfortunately, their quarry figured out that she was being followed and turned the tables with a sudden ambush. During the ensuing duel, his opponent revealed her intention to entomb the captured sword forever in the bowels of Featherwhisper's bathhouse, an exotic spa in the Noble district. Worse, she said the internment would be complete "before the sun sets." If asked, *Sabrehawk* explains that his deceased wielder, named Taoc Serai, was a soldier in a secret war dedicated to rooting out Cabanite infestations.

Sabrehawk gladly explains his magical powers and invites any PC who picks him up to wield him in glory. He further hints that his captured comrade is also a weapon of considerable power and that, should his brother survive whatever the Cabanites have in store for them, he too will be seeking a new wielder.

Preferring to bring the PCs onboard in stages, *Sabrehawk* avoids mentioning that the Cabanites are themselves led by intelligent magic items, but does not lie about that detail if pressed. If the PCs cast *speak with dead* and question Taoc, he confirms everything *Sabrehawk* has told them. If the PCs agree to help, *Sabrehawk* directs them to Featherwhisper's bathhouse, imploring them to take him there as quickly as possible.

FEATHERWHISPER'S BATHHOUSE

One of the Cabanites' first acts once they freed their members was to infiltrate Featherwhisper's, an opulent spa in Sasserine's Merchant district (area 76 on the *Savage Tide Player's Guide*). The fresh mud baths, which pamper the idle rich, make perfect pits for the Cabanites to dump captured Oquon blades. *Sabrehawk* knows that time is limited, and does everything he can to mount a rescue right away.

GENERAL FEATURES

From the outside, Featherwhisper's could not look less like a hideout: the front double-doors are inviting, and several rooms have large windows with open shutters. Inside, the spa is well lit by *continual flame* spells unobtrusively outlining the ceiling. A permanent *ghost sound* plays soft music throughout the complex.

All of the Featherwhisper's staff have been repeatedly subjected to *Czarina Valora's hypnosis* spells for the past several days. As such, while the bathhouse appears to be business as usual, the staff are under the impression that their largest rival, Hainvar's Bathhouse, has bribed several authorities to make trouble, and that they must never summon Sasserine's city guard. In addition, the mudroom is temporarily off-limits to everyone but a labor crew conducting renovations.

F1. FRONT FOYER

Hanging vines and bronze sculptures of nude figures fill this opulent foyer. An oak counter bars the way to the hall beyond.

If the PCs arrive during the day, the front desk is manned by a perky attendant named **Jasalia** (LG female, human commoner 1). Admission is 9 sp for non-members. Jasalia takes the PCs' money and politely directs them to the gender-segregated change rooms to either side of the foyer. Anyone taking the time to chat further with Jasalia is offered a massage and reminded that the mudroom is temporarily unavailable while it undergoes renovation.

F2. CHANGE ROOMS

Rows of low, padded benches line the marble floor here, and mahogany wardrobes for the private storage of belongings border the walls.

Each of these two chambers contains a row of pristinely clean privies. The staff replenishes depots of fresh towels throughout these rooms at all times.

F3. STEAM ROOM (EL 5)

Large, triangular ceramic flagstones cover the floor of this room, each carefully fitted around the lip of a tranquil bathing pool. Gentle columns of steam rise from four hanging braziers of heated rocks as carefully measured drips of water fall upon them.

In addition to raising the room's temperature, the rising steam provides concealment (a 20% miss chance). Three attractive female patrons in bathing wear lounge by the side of the pool.

The three bathers are actually Cabanite operatives, known as Imperativa, with orders to guard the door to the mudroom (area **F6**) where the entombment ceremony will take place. If the PCs are not dressed to look like regular patrons, the Imperativa feign surprise at the PCs' appearance. In truth, however, they expect a reprisal for their capture of an Oquon weapon.

A DC 25 Spot check notices that each guard has a dagger concealed within easy reach, either under a towel or secured beneath the lip of the pool. Skilled manipulators, the Imperativa would prefer to simply distract the PCs by playing the role of curious bystanders until the ceremony is complete, but if the PCs attempt to open the doors to the mudroom, the women's Cabanite daggers order them to attack.

Creatures: For the three guards, use the statistics for a Cabanite Imperativa

found in Appendix 2. However, as these Imperativa are not wearing armor and wield unique weapons, include the following modifications:

Cabanite Imperativa, Lamalysa, Selaine and Kuasim: hp 25, AC 12, touch 12, flat-footed 10; see Appendix 2.

Dutchessa Thaluna, Fhalu and Asidra Ja: see Appendix 2.

Tactics: If the PCs do not detect the Imparativa's ruse before the Cabanites strike, a successful Bluff check opposed by the PCs' Sense Motive gives the Cabanites the benefit of a surprise round.

Throughout the fight, both the Dutchessa and the Imperativa urge the PCs to see "the truth": that the Oquons are dangerous criminals and must be opposed. Spurred on by the Dutchessa, the Imperativa fight to the death.

F4. THE GYMNASIUM

This large chamber is filled with weights and spongy tumblers' mats. An abundance of sporting equipment rests against the walls, along with bizarre, torturous-looking metal devices, which appear to be for use in exotic exercise regimens.

Unless the PCs make a scene, the 2d4 patrons (LG human aristocrat 1) currently here simply go about their mid-day exercise.

F5. MASSAGE PARLOR

Six massage tables encircle an elaborate glowing fountain. The froth-filled sculpture features male and female elven riders atop two radiant dragonnes.

If the PCs enter this room during the day, they find 1d6 patrons receiving massages from an equal number of Featherwhisper's masseuses (NG human expert 1, hp 3). Multiple *continual flames* light the fountain sculpture but it is otherwise nonmagical.

F6. MUDROOM (EL 6)

Twin rows of thick marble columns support the high ceiling of this large domed chamber. A colored mosaic of ceramic tiles accentuates three gurgling pools of warm mud. An artificial fall of crystal-clear water cascades down the east wall, identified by a small plaque as a rinsing station for the mud baths.

Creatures: If the PCs arrive before sunset, they interrupt a large and very private Cabanite gathering. The Cabanites' current leader, the intelligent rapier *Czarina Valora*, is here, now hanging from the belt of her loyal half-elven sorcerer Sartanis Rayblade. *Valora* is joined by two of her bladesisters, their wielders, and six additional aristocrat supporters.

Just as *Sabrehawk* has told the PCs, *Valora* is indeed overseeing an entombment ceremony. Despite the Cabanites' pomp, in reality the entombment is straightforward: once the Oquon weapon is cast into one of the mud baths, Rayblade uses his scroll of *transmute mud to rock* to seal it inside a prison of solid rock, finishing the job with a *stoneshape* scroll to make it look as though the pools never existed. In the coming days, a real labor crew will

construct three new pools in alternate parts of the room, and the original pool locations will quickly be forgotten, trapping the Oquon forever.

If the Cabanites in this room are warned by the Imperativa in area **F3** or Rayblade's familiar in area **F7**, or if the PCs enter with *Sabrehawk*, enabling *Czarina Valora* to immediately detect him with her *detect Oquon* ability, *Valora* immediately orders an attack. Otherwise, with everyone's attention on the drama of the entombment ceremony, it is possible to slip inside amongst the columns with a successful Hide check opposed by the Cabanites' highest Spot check (Spot +0).

SARTANIS RAYBLADE **CR 4**

Male half-elf sorcerer 4

N Medium humanoid

Init +1; **Senses** Listen +0; Spot +0 (+2 in shadowy conditions)

Language Common, Draconic, Elven

AC 11, touch 11, flat-footed 10

hp 19 (4 HD)

Fort +3, **Ref** +2, **Will** +3

Spd 30 ft.

Melee *Czarina Valora* +6 (1d6+3/18–20)

Base Atk +2; **Grp** +3

Combat Gear scrolls of *cat's grace*, *false life*, *ray of exhaustion* and *spider climb*

Spells Known (CL 4th, +3 ranged touch)

2nd (4/day) *scorching ray*

1st (7/day) *magic missile*, *ray of enfeeblement*, *mage armor*

0 (6/day) *arcane mark*, *daze* (DC 13), *detect magic*, *message*, *ray of frost*, *read magic*

Abilities Str 12, Dex 13, Con 14, Int 10, Wis 8, Cha 16

SQ summon familiar (owl named Lexicon, located in area **F7**)

Feats Combat Casting, Martial Weapon Proficiency (rapier)

Skills Balance +2, Bluff +5, Concentration +3 (+7 defensive), Diplomacy +5, Knowledge (arcana) +5, Spellcraft +5

Possessions combat gear, *Czarina Valora*, scroll of *transmute rock to mud* (2) and *stone shape* (2), jeweled earring (225 gp)

Czarina Valora: see Appendix 2. *Valora* has already expended one of her three daily Constitution-draining touch attacks.

Imperativa (2): hp 25; one wields *Countessa Invicta* and the other *Lady Akanara;* see Appendix 2. Switch out Improved Feint for Exotic Weapon Proficiency (dire flail) on *Invicta's* wielder.

PLAYING BOTH SIDES

While PCs may be tempted to try and wield both Cabanite and Oquon weapons, doing so is a dangerous gamble. The intelligent armaments constantly push their wielders to attack the other side, and should the PCs manage to resist and keep from killing each other, the weapons quickly turn their attention to seducing someone—be it another party member or a passerby—into stealing them and resuming the conflict.

This room also contains six Cabanite supporters who have not yet earned the privilege of wielding a magical Cabanite blade. *Valora* has invited them here so that they can be inspired by her deathblow to the Oquon. If a fight breaks out, they cower and trust the Cabanite blades to protect them.

Tactics: Despite his boasts to his mistress *Valora*, Sartanis is not high enough level to cast *transmute rock to mud* with automatic success; he needs to succeed on a DC 10 caster level check. If successful, a single *transmute rock to mud* seals all three pools. If he fails, he has a second *transmute rock to mud* on his scroll as a backup. If that spell also fails, either because Sartanis fails both level checks or because the PCs disrupt his casting, the Cabanite plan collapses.

While Sartanis casts, *Valora* tries to persuade the PCs that the Oquon are seeking to destroy Sasserine, and that the Cabanites are trying to lock away their evil forever. She uses her *hypnosis* ability or ego score to reinforce her message if the opportunity presents itself. *Countessa Invicta* and *Lady Akanara* both attack, making their wielders place themselves between the party and Sartanis.

If the entombment ceremony is ruined and the battle turns against the Cabanites, the three magical weapons and their wielders flee into the arboretum (area **F7**), while any remaining supporters attempt to slow the PCs without violence. Once outside,

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the Cabanites use a nearby tree to scale the wall and make a dash for freedom. If any of the weapons fall, the passive supporters attempt to recover them and flee as well.

Treasure: If the PCs prevent the entombment, they recover the Oquon weapon *Hoardcutter* (see Appendix 1). The Oquon gladly agrees to be wielded, urging the PCs to track down and eliminate any surviving Cabanites. Additionally, if any of the Cabanite blades fail to escape, they scream to be picked up.

F7. ARBORETUM (EL 1)

A lush garden filled with exotic plants occupies this enclosed courtyard, traversed by a small footpath of white stone.

A 10-foot-high shale wall separates Featherwhisper's from the street. A neatly defined path bordered by white stones meanders from the gymnasium (area **F4**) to the mudroom (area **F6**). Anyone straying from the path encounters difficult terrain but enjoys concealment from the foliage. The door to the gymnasium is open, but the Cabanites have locked the door to the mudroom (DC 25 Open Lock).

Creature: Sartanis Rayblade's owl familiar, Lexicon, hides in the trees. If he spies anything suspicious, he communicates his concern to Rayblade through the empathic link they share.

Lexicon, owl familiar: hp 11; Hide +3, Move Silently +17, Spot +6; *Monster Manual* 277.

THE DISILLUSIONED SOLDIER

Shortly after the PCs complete their incursion into the bathhouse, they are contacted by a grizzled old soldier named Larcos Dengrin, a man who lost 11 years of his life and his status as a paladin to a previous, smaller-scale outbreak of the Oquon-Cabanite war. Though he managed to funnel the swords into private collections and halt the war once before, he's now finally come up with a plan to eliminate all of the blades in one fell swoop. When word of the PCs' activities reaches his ears, he decides to risk recruiting them.

Larcos

LARCOS DENGRIN **CR 8**

Male human ex-paladin 5/holy liberator 3
CG Medium humanoid
Complete Divine 45
Init –3; **Senses** Listen +2, Spot +2
Aura good, resolve 10 ft.
Language Common, Celestial

AC 15, touch 7, flat-footed 15
hp 56 (8 HD)
Fort +8, **Ref** –1, **Will** +6; aura of resolve

Spd 20 ft.
Melee mwk longsword +9/+4 (1d8/19–20) or unarmed strike +8/+3 (1d4 lethal or nonlethal)
Ranged mwk bolas +6/+1 (1d4 nonlethal)
Base Atk +8; **Grp** +8
Atk Options smite evil 1/day (+2 attack, +8 damage)
Special Actions detect evil, remove fatigue
Combat Gear *pearl of power 1*, scroll of *break enchantment*
Holy Liberator Spells Prepared (CL 8)
2nd—*shield other*
1st—*bless weapon, cure light wounds*

Abilities Str 11, Dex 5, Con 13, Int 12, Wis 15, Cha 15
Feats Exotic Weapon Proficiency (bola), Improved Unarmed Strike, Iron Will, Quick Draw
Skills Concentration +2, Diplomacy +9, Heal +5, Knowledge (religion) +4, Knowledge (architecture and engineering) +4, Ride +2, Sense Motive +9
Possessions combat gear, half-plate, masterwork mithral long sword, masterwork bolas (5), *bracers of armor +1*, flask of holy water, *horn of fog*, *Nolzur's marvelous pigments*, *potion of undetectable alignment*.

Aura of Good (Ex) Larcos Dengrin's aura of good (see the *detect good* spell) is equal to that of a third-level cleric.
Remove Fatigue (Su) Larcos can eliminate fatigue in any creature he touches as a standard action. He may use this ability five times per day.
Aura of Resolve (Ex) Larcos is immune to all charm and compulsion effects. His mind is his own, and no other creature can control his thoughts or actions, including the Oquons and Cabanites in this adventure. Each ally within 10 feet of him gains a +4 morale bonus on saving throws against charm or compulsion effects. This ability functions while Larcos is conscious, but not if he is unconscious or dead.

Larcos knows the information in the Adventure Background, and if the PCs speak with him, he can be a significant source of intelligence. Larcos discreetly approaches the PCs wherever he can, perhaps knocking on their door at night or catching them on the street. Regardless of where he meets them, he makes sure they see that his scabbard is empty. If Larcos can tell that the PCs are carrying Cabanite or Oquon weapons, he pointedly asks them to leave the items behind so that they can talk with him privately. If the PCs refuse, or neglect to speak with him at all, he lets them know that he is staying at the Bent Goblin inn (area 59 in the Merchant District) for the next two nights in case they change their minds. After that, he wishes them well and moves on for his own safety.

If the PCs agree to speak with Larcos in private, he explains the futility of the conflict and begs the PCs to help him put an end to the senseless bloodshed. Answers to likely PC questions are given below.

Who are you? "My name is Larcos Dengrin, and I am a former pawn of the weapons you wield. I have fought for both the Cabanite and Oquon factions and have lost much."

What do you want with us? How did you find us? "I have been trailing the Oquons and Cabanites for some time now, working on a plan to end their war permanently and stop them from drawing any more victims into their meaningless bloodshed. But I am old and only one, and I need help."

What do you have planned? "Before I learned to free myself from the blades, I rose in their hierarchy. I killed many soldiers for them, and there are those amongst the Cabanite and Oquon factions that want me back. I intend to give them that opportunity and lure them into an abandoned armory, using myself as bait, then spring my trap."

How do we help? "You supply the trap. In the mountains to the south of Sasserine, at the foot of the peaks containing the Dungeon of Rust and Fire, there is a small set of caverns known as the Corroded Caves. Within one of those caverns is a beast, known to the locals as the Kogoloxen, which rusts metal and consumes it. I have had a large ironwood cage built, and I need you to get the Kogoloxen into that cage and deliver the beast to the armory. Once you unleash him, I will seal all of the weapons inside and let the monster feast."

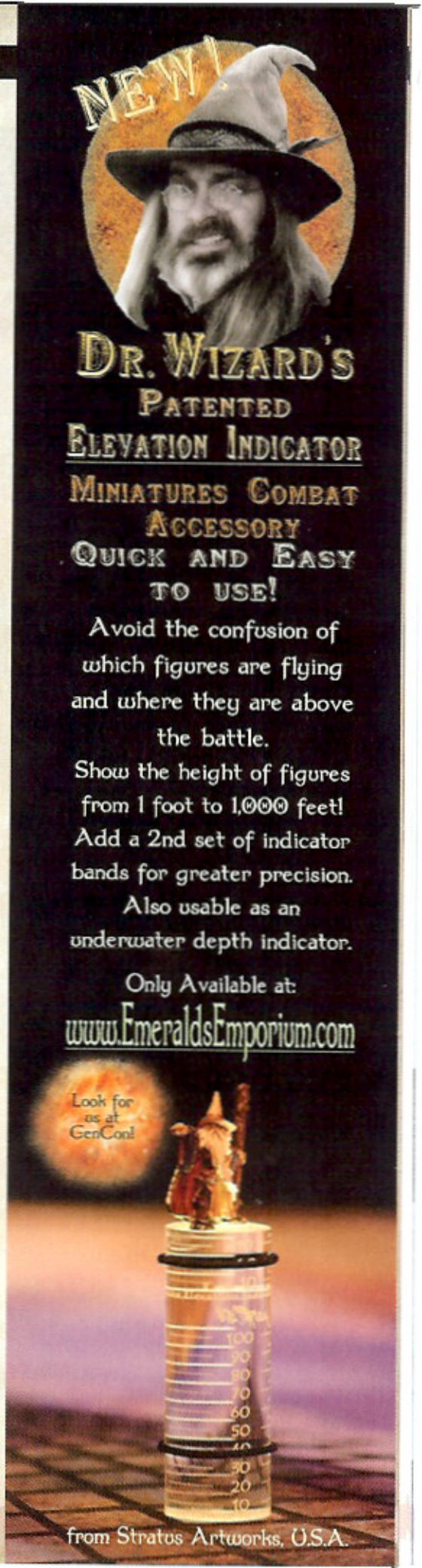
How do you know we won't just report all of this to the Oquons or the Cabanites? "I don't, but I am getting old, and it is time for me to take some chances. I trust that your need to be in command of your own destiny is greater than your lust for power. The longer you spend with the weapons, the deeper they will burrow into your soul. Sometimes slavery can be subtle. Believe me, I know."

Wouldn't helping one side win end the war? "True, it would stop the fighting, but remember that these swords were originally created by guilds of thieves and cutthroats. Left to their own devices, they would no doubt seek to reestablish their houses of old and usher in a new wave of lawlessness. At the moment, only their constant fighting keeps them in check."

If the PCs agree to help, Larcos provides them with a hooded wagon drawn by four shaggy horses. Inside the wagon is the promised ironwood cage (Hardness 10, hp 60, Break DC 28). The cage is spacious enough to hold a single Large creature. Larcos also provides the PCs with a single potion of *cure moderate wounds*, which he explains is for the Kogoloxen should they need to revive it once they are back in Sasserine. Should they desire additional payment, he reluctantly offers his *pearl of power* and *horn of fog*.

THE CAPTURE OF THE KOGOLOXEN

Larcos provides the PCs with directions to the Corroded Caves, roughly 30 miles south of Sasserine, along with instructions to covertly deliver the beast to the North Marshalling Dome in Shadowshore. Once at the Corroded Caves, the PCs can follow the rusted veins of metal twisting through the cavern walls to the Kogoloxen's lair. The caverns are lightless, and the stalagmite-encrusted floor constitutes difficult terrain throughout. Should the PCs decide to haul the ironwood cage with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them during their descent, they find the corkscrew-like bends barely wide enough to transport the cage on foot.

C1. TAINTED POOLS

Stagnant pools of tepid water steam among the tooth-like stalagmites of this dark, uneven cavern.

These two-foot-deep pools are fed by underground aquifers that stretch south beneath the Dungeon of Rust and Fire, and the water here has become tainted with dark magical energies. Though unlikely to affect PCs, long-term exposure to the pools has given the Kogoloxen the fiendish template and a severe temper.

C2. LAIR OF RUST (EL 7)

The jagged veins of rust that thread throughout this cavern complex suddenly enlarge here, splintering into web-like tributaries along the walls of the grotto.

Creature: The Kogoloxen lairs here, and as soon as he spots the PCs or detects any metal the PCs may have brought with them with his scent ability, he immediately attacks with voracious hunger.

The Kogoloxen CR 7

Male advanced fiendish rust monster
NE Large aberration
Monster Manual 216
Init +3; **Senses** darkvision 60 ft., scent; Listen +7, Spot +7

AC 18, touch 11, flat-footed 16
hp 67 (9 HD) **DR** 5/magic
Resist cold 10, fire 10 **SR** 14
Fort +6, **Ref** +5, **Will** +7

Spd 40 ft. (8 squares)
Melee antennae touch +10/+5 melee (rust) and bite +8 melee (1d4+2)
Space 10 ft.; **Reach** 10 ft.
Base Atk +6; **Grp** +14
Attack Options smite good 1/day (+9 damage)
Special Actions rust (DC 24)

Abilities Str 18, Dex 15, Con 17, Int 3, Wis 13, Cha 8
Feats Ability Focus (rust), Alertness, Multiattack, Track
Skills Survival +10

Treasure: If the PCs search the lair, they find the shattered skeletal remains of four would-be monster-hunters. While most of their treasure has long since rusted away, the following items can still be scrounged: a darkwood shield, a bone scroll tube containing divine scrolls of *detect secret doors*, *cure moderate wounds* and *fly*, *boots of the winterlands*, a *robe of bones*, a *potion of mage armor*, two thunderstones, and a disturbing glass sculpture of a gelatinous cube devouring two dwarves (25 gp).

If the PCs are able to lure or force the Kogoloxen inside their cage, hauling the cage to the surface unaided by magic requires six consecutive DC 25 Strength checks. Reduce the DC as appropriate if the PCs develop workable strategies for easier transport.

Ad Hoc Experience Award: If the PCs capture the Kogoloxen alive, award them full experience.

QUARANTINE OF STEEL

In the seedy district of Shadowshore stands an abandoned building known as the North Marshalling Dome. In Sasserine's early days, this served as a place for the local militia and citizens to rally and arm themselves in the event of attack by pirates. Under the rule of the Sea Princes, however, the dome was decommissioned, and though the city has long since thrown off the Princes' yoke, Shadowshore's criminal reputation has kept the militia from attempting to restock it with men or armaments.

While the PCs are off capturing the Kogoloxen, Larcos breaks into the dome and uses his *Nolzur's marvelous pigments* to rig the exits so that he can seal them all from the inside by pulling a single hidden lever. He then waits for the PCs to return and prepare themselves before sending an irresistible invitation to both the Oquons and Cabanites, asking them to a council to discuss the terms of a treaty between the two factions. After a lifetime of studying his foes, Larcos knows each faction will come in force, eager for another opportunity to slay the other side and recapture him. None of the blades know that Larcos has become a holy liberator with the Aura of Resolve ability, making it impossible for them to exercise any influence over him.

THE NORTH MARSHALLING DOME

Long abandoned, the dome now collects dust and cobwebs. Torch brackets appear every 10 feet, but are bare save for the inner armory (area **D2**) where Larcos has lit torches in preparation for his mediation. All ceilings are 40 feet high. Thick flagstones cover the floors, and the walls are stone masonry (Hardness 8, hp 90, Break DC 35).

D1. ENTRYWAY

This antechamber leads through wooden double-doors set in a massive archway to the armory's central chamber. The smaller doors on either side lead to the marshalling dome's outer ring.

If Larcos springs his trap, the mechanism slams all four doorways shut and bars them from the outside. A split-second later, an iron portcullis drops behind the outside of each door.

Barred Strong Wooden Doors: 2-in.-thick; Hardness 5; hp 20; Break DC 25.

Iron Portcullises: 2-in.-thick; Hardness 10; hp 60; Break DC 28; Lift DC 25.

D2. INNER ARMORY

Empty weapon racks line these walls. A wide set of stairs in the center of the room leads to a lower level lined with even more empty shelving. On the far wall, thirty feet up from the floor, an open archway reveals the armory's upper level, which houses the dome's alarm gong. Directly below the archway is a long oak table flanked by a dozen chairs.

Larcos has arranged for his staged mediation to take place here. When it begins, he sits at the center, with the Oquons on his left and the Cabanites at his right. Larcos does everything he can to put his guests at ease, waiting for the PCs to usher the Kogoloxen in through one of the doors before springing his trap.

Development: A secret panel, created by Larcos's *Nolzur's marvelous pigments*, is hidden in the wall directly behind Larcos (Search DC 28). From his position, Larcos can reach behind him and pop the panel open, pulling a lever that springs his trap. When triggered, the trap slams all the doors in the building shut, barring them from the outside. An instant later, an iron portcullis drops behind the outside of each door, further reinforcing

the quarantine. Outside of breaking through a door and raising or smashing a portcullis, once Larcos triggers his trap, the only way out of the inner armory is to scale the north wall to reach the open archway (Climb DC 20) leading to the armory's outer ring and the alarm gong platform (area **D4**).

***Nolzur's Marvelous Pigments* Quarantine Trap:** CR 6; mechanical; touch trigger (hidden lever in area **D2**); manual reset; the trigger seals the exits in areas **D1**, **D2** and **D4**, and reinforces them with portcullises; Search DC 28; Disable Device DC 20.

D3. WEAPON PIT

The stairs descend thirty feet to this open lower level. Dusty wooden shelves honeycomb the walls with empty weapon racks. A pair of thirty-foot-tall ladders on tracks rest against the east and west walls.

The sliding ladders still function, and if given a solid push they glide around the outer edge of the pit with a speed of 30. Anyone knocked into the weapon pit from the inner armory above (area **D2**) takes 2d6 points of damage.

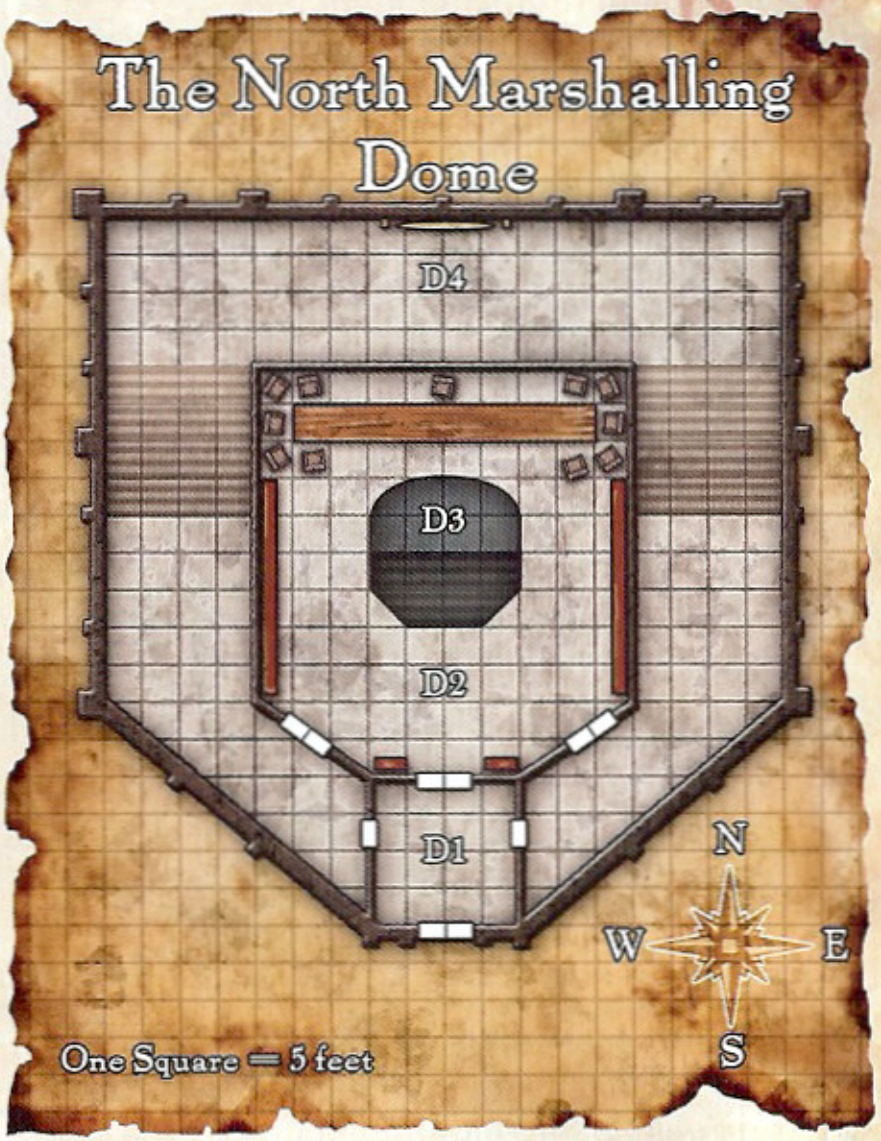
D4. ALARM GONG PLATFORM

The south wall contains an open archway providing a view of the inner armory thirty feet below. On the opposite side, the north wall houses an equally huge window with its massive shutters thrown open wide. A fifteen-foot-diameter gong stretches across the opening, suspended in place by four thick chains.

With a solid hit from a bludgeoning weapon or suitable tool, the gong sounds clear across Shadowshore. If it's struck, anyone within 20 feet must make a DC 15 Fortitude save or be deafened for 2d6 rounds.

Development: If Larcos springs his trap, the windows' shutters snap closed and an iron grate slides over them from the outside. It is still possible to ring the gong, but the resulting clamor is only heard within a few blocks outside of the dome.

Barred Shutters: 1-1/2-in.-thick; Hardness 5; hp 15; Break DC 18.



Iron grate: 2-in.-thick; Hardness 10; hp 60; Break DC 25.

THE FOUR-WAY FIGHT (EL VARIES)

As part of the terms of his invitation, Larcos insisted that each faction be limited to six delegates. Each faction arrives with a full compliment in order to ensure they are not outmatched, headed by Oquon leader *The Solo Hand* and Cabanite *Czarina Valora* (or her second-in-command, *Princessa Cathandra*, if she's been captured). Any Oquon and Cabanite weapons listed in the adventure's Appendix that have not already been destroyed, lost, or seized by the PCs are here, along with their wielders. As with the *Dutchessa* daggers, feel free to use additional Imperativa and Oquons armed with clones of captured weapons to round out each side's delegation to six.

If the PCs succeed in capturing the Kogoloxen and release it in the dome, Larcos springs his trap and chaos instantly erupts. Although the Oquons and Cabanites try to kill the rust monster as quickly as possible to protect their blades, they also seek to slay one another and the meddlesome PCs. After centuries of enduring each other's treachery, both the Oquons and the Cabanites initially assume their rival is behind the trap and that Larcos and the PCs have joined with the enemy. If someone in the party wields *Sabrehawk* or another intelligent weapon, the affiliated weapons are incensed by the betrayal, and focus primarily on killing the PCs. This battle continues until three of the four parties—the Oquon, Cabanites, PCs and Larcos, and the rust monster—have escaped or been destroyed.

CONCLUDING THE ADVENTURE

If the PCs succeed in destroying the weapons, the Oquon-Cabanite war ends. Free from the weapons' influence, any surviving wielders gradually come to their senses and return to their former lives. If Larcos survives, the PCs have gained a fast friend and loyal ally. He gives them his *pearl of power* and *horn of fog* regardless of whether he promised them originally. If any PCs express interest, he gladly mentors them in the ways of the holy liberator.

If any intelligent weapons survive, the war continues, albeit on a smaller scale. However, if *The Solo Hand* or *Czarina Valona* escape, they learn from this setback. Each investigates a way to either recreate their lost brethren or spawn new intelligent weapons to take their place, perhaps taking their membership rosters to new levels. If one side is destroyed but the other escapes, the newly purposeless weapons begin reestablishing their ancient guild, taking over Sasserine's underworld, and the PCs may one day find themselves called to finish the task they started here.

APPENDIX 1: THE OQUONS

Garbed in jet-black chainmail from head to toe, the typical Oquon operative is svelte, battle-hardened, and unquestionably loyal.

OQUON OPERATIVE **CR 2**

Male human ranger 1/warrior 2

N Medium humanoid

Init +1; **Senses** Listen +3; Spot +3

Language Common

AC 16, touch 11, flat-footed 15

hp 23 (3 HD)

Fort +7, **Ref** +3, **Will** –1

Spd 20 ft.

Melee mwk bastard sword +6 (1d10+3/19–20)

Base Atk +3; **Grp** +5

Atk Options Cleave, Improved Bull Rush, Power Attack, favored enemy +2 (Cabanite including Cabanite wielders)

Abilities Str 15, Dex 13, Con 14, Int 10, Wis 8, Cha 12

SQ wild empathy +1

Feats Cleave, Improved Bullrush, Power Attack, Track

Skills Climb +2, Jump +2, Ride +7, Survival +3

Possessions chainmail, masterwork bastard sword, dagger, coin purse with 45 gp, silk rope (100 ft.)

THE SOLO HAND

+1 cold iron dancing bastard sword; AL LN; Int 17, Wis 17, Cha 10; Speech and telepathy (Auran, Common, Draconic, and Undercommon); 120 ft. darkvision and hearing; Fort +9, Ref +9, Will +9; Ego score 16.

Wielded by Operative: Two-handed melee +6 (1d10+4/19–20).

Lesser Powers: *command* (DC 14) 3/day, *longstrider* 3/day, sprays a single handful of *dust of tracelessness* 3/day.

Greater Power: Can detect Cabanite weapons and wielders within 60 feet at will.

Appearance: Although *The Solo Hand* appears to be a mundane military-issue blade, a successful DC 20 Knowledge

(history or nobility) identifies a small insignia on its hilt as an ancient Sasserinian symbol of rank.

Personality: Imprinted with the persona of the original Oquon commander, *The Solo Hand* bears the mantle of leadership amongst his fellow bladebrothers. *The Solo Hand* views wielders as commodities, contentedly exchanging one-to-one casualties with the Cabanites. He constantly seeks better wielders in order to optimize his dancing ability.

Strong transmutation and enchantment; CL 15th; Craft Magic Arms and Armor, *animate objects*; Price 73,035 gp.

TRIAGE

+1 defending ranseur; AL N; Int 10, Wis 17, Cha 17; Speech and telepathy (Common), 120 ft. darkvision and hearing; Fort +9, Ref +9, Will +9; Ego score 13.

Wielded by Operative: Melee +6 (2d4+4/×3).

Lesser Powers: *cure light wounds* (1d8+5) on wielder 3/day, *deathwatch* continually active, produces a *Keoghtom's ointment* 1/week.

Greater Power: *Triage*'s bearer is treated as wearing a *periapt of wound closure* as long as *Triage* is within 5 feet.

Appearance: This brilliant crimson ranseur carries the Oquon banner, a pouncing chimera upon a field of gold.

Personality: Fearless and ever optimistic, *Triage* encourages his wielder to enter battle regardless of the odds. He attempts to withhold healing from cowardly wielders.

Strong evocation; CL 14th; Craft Wondrous Item, Craft Magic Arms and Armor, *heal, shield*; Price 48,210 gp.

SABREHAWK

+1 silver speed short sword; AL N; Int 10, Wis 14, Cha 14; Speech (Common), 120 ft. vision and hearing; Fort +9, Ref +9, Will +9; Ego score 10.

Wielded by Operative: Melee +6/+6 (1d6+3/19–20).

Lesser Powers: *clairvoyance* 1/day (sight version only), 10 ranks in Spot (total modifier +12).

Appearance: *Sabrehawk* always appears perfectly polished. When attacking, the slice of his arc leaves a shining razor-thin trail that lingers in the air for several seconds.

Personality: Much more personable than the other dour Oquons, *Sabrehawk* values and respects his wielders, as long as they do not come between him and the destruction of Cabanites.

Strong transmutation; CL 15th; Craft Magic Arms and Armor, *clairvoyance, haste*; Price 47,590 gp.

HOARDCUTTER

+1 mighty cleaving thundering great sword; AL NE; Int 10, Wis 14, Cha 14; Speech (Common), 120 ft. vision and hearing; Fort +9, Ref +9, Will +9; Ego score 9.

Wielded by Operative: Melee +6 (2d6+4/19–20 plus 1d8 sonic on critical).

Lesser Powers: *enlarge* 3/day, 10 ranks in intimidate (total modifier +12).

Appearance: *Hoardcutter* is a massive, saw-toothed sword with bladed quillions and a pair of tiger-eye gemstones in its hilt.

Personality: This haughty blade speaks with a thunderous voice. It lives to slay Cabanites, and if its wielder shows mercy, the blade seethes with rage.

Strong transmutation; CL 14th; Craft Magic Arms and Armor, *blindness/deafness, divine power, enlarge*; Price 28,320 gp.

APPENDIX 2: THE CABANITES

The typical Imperativa is tall, proud, and devilishly charming. Ever the height of fashion, she wears a tailored courtier's outfit over a slender chain shirt.

CABANITE IMPERATIVA CR 2

Female human swashbuckler 1/warrior 2
N Medium humanoid
Complete Warrior 12
Init +2; **Senses** Listen –1; Spot –1
Language Common, Elven

AC 16, touch 12, flat-footed 14
hp 25 (3 HD)
Fort +7, **Ref** +2, **Will** –1

Spd 30 ft.
Melee mwk rapier +6 (1d6/18–20)
Base Atk +3; **Grp** +3
Atk Options Combat Expertise, Improved Disarm, Improved Feint

Abilities Str 10, Dex 15, Con 14, Int 12, Wis 8, Cha 13
Feats Combat Expertise, Improved Disarm, Improved Feint, Weapon Finesse
Skills Balance +7, Bluff +6, Diplomacy +7, Jump +4, Tumble +5
Possessions chain shirt, masterwork rapier, courtier's outfit, assorted jewelry (125 gp)

CZARINA VALORA

Mithral rapier of puncturing; AL N; Int 17, Wis 10, Cha 17; Speech (Common, Draconic, Elven, and Sylvan), telepathy, 120 ft. darkvision and hearing; Fort +8, Ref +8, Will +8; Ego score 15.

Wielded by Imperativa: Melee +6 (1d6+3/18–20).

Lesser Powers: *Hypnotism* 3/day (DC 14), 10 ranks in Bluff and Diplomacy (total modifier +13).

Greater Powers: Can detect Oquons within 60 feet at will.

Appearance: This shimmering rapier sighs with a contended moan each time she drains Constitution from her opponent.

Personality: *Valora* is at the top of the Cabanite matriarchy, where she basks in the adoration of her followers. Imprinted with the persona of a master bard, the Countessa preaches eloquently against the evil of the Oquon conspiracy.

Strong necromancy; CL 13th; Craft Magic Arms and Armor, *harm, hypnotism*; Price 55,520 gp.

COUNTESSA INVICTA

Rod of flailing; AL NE; Int 14, Wis 10, Cha 14; Speech (Common, Draconic and Elven), 120 ft. vision and hearing; Fort +6, Ref +6, Will +6; Ego score 11.

Wielded by Imperativa: Melee +8 (1d8+3) or +6/+6 (1d8+3).

Lesser Powers: *zone of truth* 3/day, 10 ranks in Intimidate (total modifier +13).

Appearance: Invicta transforms from a slender azure rod into a massive dire flail with twin-heads carved from black iron.

Personality: As a rod, the Countessa is collected and thoughtful, her soft voice soothing. In flail form, she is impatient and domineering, even among her metallic peers. Invicta particularly enjoys bashing arrogant males. The Cabanites routinely deliver prisoners to the Countessa for interrogation, in which she plays the role of both good and bad cop.

Strong transmutation; CL 9th; Craft Rod, Craft Magic Arms and Armor, *bless*, *zone of truth*; Price 65,500 gp.

THE DUTCHESSAS

+1 returning daggers of venom; AL CE; Int 10, Wis 14, Cha 10; Speech (Common), 120 ft. vision and hearing; Fort +9, Ref +9, Will +9; Ego score 9.

Wielded by Imperativa: Melee +6 (1d4+1/19–20); Range +6 (1d4+1/19–20);

Lesser Powers: *bane* 3/day, *summon monster I* 1/day

Appearance: This coven of jet-black daggers whirls through the air with such speed that they appear to transform into bladed discs. When grasped, the blades pulse with a steady heartbeat.

Personality: The Dutchessa are patient predators that take immeasurable pleasure from killing.

Strong transmutation; CL 15th; Craft Magic Arms and Armor, *bane*, poison, *summon monster I*; Price 28,302 gp.

LADY AKANARA

Sword of subtlety; AL NE; Int 14, Wis 10, Cha 14; Speech (Common, Elven, Infernal), 120 ft. vision and hearing; Fort +6, Ref +6, Will +6; Ego score 9.

Wielded by Imperativa: Melee +6 (1d6+1/19–20).

Lesser Powers: Confers the benefit of an *elixir of sneaking* 1/day, and grants the Deflect Arrows feat to her wielder, even if the wielder does not otherwise qualify.

Appearance: This short sword has a vein of mithral winding around its elongated hilt, interspersed with gemstones.

Personality: The original Lady Akanara was an assassin from the Scarlet Brotherhood imported by the Cabanites to deal with a particularly stubborn Oquon commando. After her mission, she insinuated herself permanently into the Cabanite matriarchy, becoming one of their strongest assets in the war. Soft-spoken yet unyielding, this blade knows no ethical boundaries and quietly urges her wielder to seize every advantage.

Strong transmutation; CL 9th; Craft Magic Arms and Armor, move silently; Price 65,500 gp.

PRINCESSA CATHANDRA OF THE UNSEEN EDGE

+2 shocking short sword; AL NE; Int 14, Wis 10, Cha 14; Speech (Common, Elven, Sylvan), 60 ft. darkvision and hearing; Fort +6, Ref +6, Will +6; Ego score 9.

Wielded by Imperativa: Melee +7 (1d6+2 plus 1d6 electricity/19–20).

Lesser Powers: *Tasha's hideous laughter* 1/day, 10 ranks in Perform (comedy) (total modifier +12).

Special Quality: A permanent *invisibility* spell has been cast upon Marquessa Cathandra.

Appearance: Princessa Cathandra is invisible until she strikes an opponent and soft blue lightning ripples across her thin blade.

Personality: Blessed with wit but cursed with a mean spirit, the Unseen Edge taunts her opponents relentlessly. When an opponent is not to be found, her biting charm is frequently turned upon her wielder.

Strong transmutation; CL 9th; Craft Magic Arms and Armor, *Tasha's hideous laughter*; Price 35,950 gp.

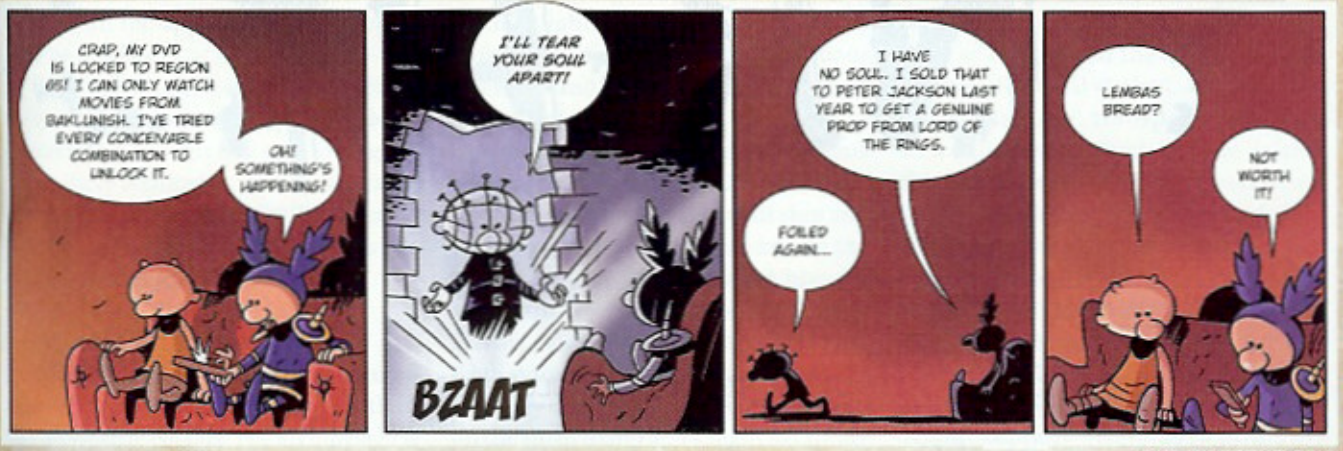
SCALING THE ADVENTURE

"War of the Wielded" is designed for a group of four 5th-level characters. To adapt it for 3rd–4th-level characters, adjust all NPCs with character levels down by one or two levels. Alternately, you could leave the statistics as-is and have *Sabrehawk* arrange for the PCs to rendezvous with *Triage* before the PCs investigate Featherwhisper's, so that they have Triage's defensive abilities to aid them. Consider removing a *Dutchessa* from area **F3**, and *Countessa Invicta* from area **F6**. Run the final battle as written, have the Oquons' and Cabanites' mutual mistrust make them twice as likely to attack each other as to attack PCs.

Michael Kortes (with the assistance of the legal department) writes: "War of the Wielded" is a work of fiction. Any resemblance between an NPC found in this adventure and one of the knives in your cutlery drawer is purely coincidental.

THE PORTENT

by Peter Bergting


CRAP, MY DVD IS LOCKED TO REGION 6!! I CAN ONLY WATCH MOVIES FROM BAKLUNISH. I'VE TRIED EVERY CONCEIVABLE COMBINATION TO UNLOCK IT.
OH! SOMETHING'S HAPPENING!
I'LL TEAR YOUR SOUL APART!
BZAAT
I HAVE NO SOUL. I SOLD THAT TO PETER JACKSON LAST YEAR TO GET A GENUINE PROP FROM LORD OF THE RINGS.
FOILED AGAIN...
LEMBAS BREAD?
NOT WORTH IT!

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TWISTED NIGHT

BY STEFAN HAPP
BY ANDREW HOU
BY ROB LAZZARETTI

ANY SETTING „ MID-LEVEL (6TH–12TH) „ TEMPERATE WILDERNESS

The village of Caer Garrion is deserted. Empty houses beckon behind shuttered windows. Across town, tasks remain half-finished, meals half-eaten. Even the animals are nowhere to be found. What caused the residents of this quiet community to get up and walk away? And what drove its one remaining citizen completely insane? As darkness falls, the answers to these questions become all too apparent, but by then, it may be too late.

"Twisted Night" is a FORGOTTEN REALMS adventure for four 10th-level characters, although it is easy to adapt it to a remote archipelago in any campaign setting. A character with the Track feat is helpful in playing this adventure, as is a character with good social skills.

ADVENTURE BACKGROUND

Corriban Island is a small pine-covered isle in the Korinn Archipelago, north of the Moonshae islands. The archipelago is famous for its pirate activity, but despite its fertility Corriban Island remains unsettled and unexplored. Explorers who venture to the island simply vanish, leaving their ships for the pirates to salvage. These days, everyone avoids Corriban, and the residents of the nearby islands tell tales of the monsters and fell beasts that lurk there. The truth is simple, but no less terrifying. Only one monster lives there: a night twist named Besra. It only took Besra a few short weeks to depopulate the island, and for years it remained barren and empty.

A few months ago an unscrupulous centaur sorcerer named Cyralane came to Corriban Island with a small ship and crew. Cyralane fled from his kin on the mainland after they banished him for attempting to sieze control of the tribe. Having researched legends and rumors from stories told by Korinn residents, he correctly deduced that a night twist grew on the small island and sought to capture it for use as a weapon, looting villages depopulated by its horrible despair song ability. Unfortunately, Cyralane's information was incomplete. He incorrectly believed that victims of the night twist had to be asleep for its despair song to affect them, and shortly after he arrived on the island his entire crew fell victim to the despair song. Stranded on the island, but able to resist the night twist's lure, Cyralane convinced Besra to allow itself to be taken off the island in order to gain additional victims.

Still lacking transportation, the new allies were stuck on the island for several months until a Luskanian warship made landfall. Commanded by Sven Condurson (an ambitious Luskan minor noble) the ship and crew were following up a series of *divination* spells cast by the Host Tower of the Arcane. The spells revealed that Corriban Island had rich silver deposits and could support itself agriculturally.

Sven took on a commission to settle the island and exploit its wealth under the flag of Luskan, in return for a place in the Luskan nobility. When Sven arrived, Cyralane convinced the Luskan warrior that he and his night twist ally could help Sven obtain what he needed most for his exploitation of Corriban Island—slave labor. Cyralane told Sven that Besra could be used to enslave entire remote villages with its powerful despair song. Once the villagers had succumbed to the night twist, Sven could take away the healthier residents as slaves, along with any wealth they carried. Cyralane would then be allowed to loot the depopulated settlements and feed those villagers unsuitable for labor to the night twist. After Sven secured enough slaves, he agreed to give Besra and Cyralane passage to the mainland.

Condurson's first target was the remote Ffolk village of Caer Garrion, for he knew it was not on any regular patrol route. But now their plan is in trouble, due to Cyralane's second critical error—not realizing that the night twist's despair song effect does not end when victims are taken beyond its initial range.

ADVENTURE SYNOPSIS

The party arrives at the depopulated Moonshae village of Caer Garrion, 20 miles north of Thorndyke on the Moonshae island of Gwynneth. They find a survivor, a prisoner in the constable's office, driven to madness by his inability to reach the night twist. While gathering clues, the party encounters Cyralane and a raiding party of deaf verbeegs. Tracks of many villagers lead to the night twist's nearby hilltop lair. Around the lair, clues indicate that most of the villagers were carried away toward the northeast.

Shortly after nightfall, the night twist begins its song of despair and may affect party members if they are in range. To the northeast, the tracks lead to a cove where the party encounters Sven Condurson's warship and his crew. The Luskan filled his hold with slaves the previous night and sailed off towards Corriban Island, but found that the despair the slaves felt upon hearing the night twist's song did not wear off as Cyralane had promised. Some of the slaves died, unable to tolerate the unbearable pain and longing. Soon after the PCs arrive, the ship and crew return, looking for the night twist and Cyralane. The slavers want to kill them both for misleading them about the effects of the night twist's song, and may be potential allies against the creature. The fate of the villagers is in the PCs hands—only they can save them, or condemn them to death and slavery.

ADVENTURE HOOKS

The adventure begins when the PCs arrive in the remote island town of Caer Garrion to find it deserted. Below are two ways to get them there:

- Queen Alicia has learned (thanks to a spy in the Luskan court) that a Luskan noble is leading an expedition to the area, but she doesn't know the purpose or goal of the expedition. Concerned about the possibility of a new Luskan

threat, she commissions the PCs to investigate the report. She tells them to start their search in Caer Garrion, as her information suggests that the Luskans are heading for the Korinn Archipelago.

- Pelcan Trosk, a young dwarven merchant, hires the PCs to search for his father, a famous adventurer that disappeared in the Korinn Archipelago years ago. A DC 10 Gather Information check garners plenty of legends about the mysterious Corriban Island, and that hints Caer Garrion is the place to go to find out more.

CHAPTER ONE: THE VILLAGE OF DESPAIR

Caer Garrion was named after a long-ruined fortress that once overlooked the straits of Alaron. The narrow tower fortress was razed and covered by earth magic during Cymrych Hugh's first war against Kazgoroth. It is now buried beneath the spire mound about 350 feet west of the hamlet (see map) and referred to locally as "The Old Watchtower."

The village is a typical Ffolk agricultural center, home to fishermen, shepherds, and vintners. The townsfolk range about the region on large, docile draft horses, tending the land within a mile and a half of the crude rock pile walls of their town.

Caer Garrion (hamlet): Conventional (mayor); AL LG; 100 gp limit; Assets 1250 gp; Population 130; isolated (97% human, 1% half-elf, 2% others).

CAER GARRION MAP KEY

The adventure assumes the party arrives in the late afternoon, about an hour before sunset. When the PCs first sight the town, read or paraphrase the following:

The small settlement is abnormally silent for the end of a workday. A thin plume of smoke rises from beyond the low rock wall that surrounds the settlement. Two dozen buildings, mostly thatch-roofed, can be seen beyond the wall. The gate appears unmanned. The scene is disquieting among the idyllic low hills covered with fields of crops, vineyards, and rock-walled pastures that surround the settlement. A short line of trees to the west separates the rectangular hamlet from a broad beach where a dozen fishing boats are docked or pulled up on the sand. The soft crashing of waves is amplified by the absence of the sounds of normal human activity.

You should keep careful track of time in this adventure, as the night twist's despair song sounds 15–20 minutes after sunset. As the party explores the area, impress upon them the eerie stillness of the empty village. The night twist's song of despair comes from the Old Watchtower hill (see Chapter Two for a description of the effects).

Except for a prisoner in the constable's office and a boy hiding under one of the fishing boats, the hamlet is completely deserted.

THE RANCH

The doors of the large ranch house are wide open. The ranch house is abandoned, and an unfinished meal sits on the dinner table. A DC 15 Profession cook) or Survival check reveals that the food is at a stage of spoilage that indicates it was served almost 48 hours ago.

WALLED PASTURE

Surrounded by a 4-foot-high wall of piled rocks, this livestock enclosure is empty. A DC 15 Search check reveals clumps of bloody wool scraped on the rock wall near the gate, caused by a stampede of sheep affected by several hungry verbeegs.

FISHERMEN'S BEACH/DOCKS

Most of the fishermen live in the village. One lives in a hut on the beach, but it is empty. **Terib** (LN human male commoner 2), a 14-year-old boy who spent the night on a nearby island setting up crab traps, came back early in the morning to find his family gone and the town abandoned. He panicked and now hides in his father's fishing boat. If found, he flees, telling his story if convinced of the party's good intentions through a successful Diplomacy or Intimidate check.

EQUIPMENT DESCRIPTION: EAR PLUGS

PCs may try to "plug their ears," using materials like cotton or wax. This condition does not render you totally deaf, but does grant a +1 circumstance bonus to resist the night twist's despair song. Characters plugging their ears take a –4 penalty on Listen checks, as per the description for earplugs found in the *Arms and Equipment Guide* page 22.

GATE

The hamlet's only watchtower, a rickety, 15-foot-tall wooden construction, is abandoned. It overlooks a 10-foot-wide, 10-foot-deep open pit designed to slow intruders. Small and Medium creatures can walk around the edges of the pit one at a time. A 13-foot-long, 8-foot-wide bridge can be pulled over the pit when wagon traffic comes into town, but for now lies just beyond the pit. When in use, the 500-pound bridge is usually pulled into place by two townsmen. At the bottom of the pit is the corpse of an elderly woman. A DC 10 Heal check reveals she broke her neck about 2 days ago. The tracks of many human-sized feet, some barefoot, lead from the gate area to the north and then the west towards the hill called "The Old Watchtower" by the locals. There are so many tracks it only takes a DC 10 Survival check to follow them, and thus the Track feat is not required.

TOWN SQUARE (EL 10)

Boxes, bags, crates, and barrels filled with food, tools, silverware, and other supplies are piled in the middle of the square, clearly looted from the surrounding buildings.

Creatures: Not all half-ogres are mindless brutes—a rare few retain the quick minds of their human parent. These half-ogres are known in some regions as "human behemoths," but are usually called by the name they have chosen for themselves: verbeeg. Despite their relatively thin builds among giant-kind, they tend to be more ambitious than ogres and

hill giants and often manage to become leaders of tribes of these folk. Verbeegs are often deformed in minor ways—club feet, misshapen faces, or additional fingers or toes are common traits. These particular verbeegs are deaf (*Player's Handbook* 307), and have been since birth.

Verbeegs have the same statistics and racial traits as half-ogres, save that they are Medium sized and have the following ability modifiers: +4 Strength, –2 Dexterity, and +2 Constitution. For additional details on half-ogres, see pages 96–98 of *Races of Destiny*.

Cyralane and his support crew of six deaf verbeegs are busy looting the unguarded town. Cyralane did not expect to see anyone in town, and panics at the sight of the PCs. He uses a *fly* spell to retreat to the Old Watchtower and prepare an ambush for the PCs, leaving his verbeeg assistants behind. Cyralane should be considered a separate EL 10 encounter. His stat block can be found in Chapter Two.

VERBEEGS (6) **CR 5**

Male and female half-ogre fighter 5
NE Medium giant
Init –4; **Senses** darkvision 60 ft.; Listen automatically fails, Spot +0
Language Tribal Sign-Language

AC 20, touch 10, flat-footed 20
hp 47 (5 HD)
Fort +7, **Ref** +1, **Will** +1

Speed 20 ft.
Melee* +1 *glaive* +10 (1d10+14/×3)
Ranged mwk composite longbow +6 (1d8+5/×3)
Base Atk +5; **Grp** +10
Atk Options Power Attack
*2-point Power Attack

Abilities Str 20, Dex 10, Con 16, Int 13, Wis 10, Cha 8
Feats Deflect Arrows, Improved Unarmed Strike, Power Attack, Weapon Focus (glaive), Weapon Specialization (glaive)
Skills Climb +13, Intimidate +7, Jump +13
Possessions +1 *breastplate*, +1 *glaive*, masterwork composite longbow (+5 Str) with 20 arrows, 20 gp

Tactics: The verbeegs fire their longbows at the party and set up defensive positions around the general store, the building on the northwestern corner of the square. Cyralane is inside the general store at the start of the encounter, but casts *fly* on himself to escape back to the Old Watchtower hill as soon as possible.

Treasure: The bags, boxes, and crates in the middle of the square are filled with assorted loot such as minor art objects, fancy clothing, blankets, wall decorations, and tapestries. It is obvious these items have been looted from the town, and their total value is 250 gp.

CONSTABLE'S OFFICE

Soft whimpering can be heard from this lightly fortified stone building. A sign declares it to be the constable's office. The door to the building is open, even though the windows are secured with iron bars.

As soon as the prisoner inside hears the PCs, he moans pitifully and screams incoherently. **Gerd** (CN human male commoner 3; hp 9 [currently 1]), the middle-aged town drunk, was unable to escape his jail cell when he was overcome by the night twist's despair song. Injured and disheveled, his ears and cheeks are caked with blood as he has punctured his own ear drums to escape the despair he feels. If healed, he does not escape the effect of the despair song, but speaks a bit more clearly about "darkness bringing on the songs of sadness beyond reason."

CHAPTER TWO: THE OLD WATCHTOWER

The "Old Watchtower" refers to the broken remains of old Caer Garrion, a tower fortress that was buried by Kazgoroth's forces. Remains of the old fortification still protrude through the surface of the hill in some locations.

This tall, narrow hill looks out of place among the low rolling meadows of ranchland and pasture that surrounds the town. One hundred and fifty feet high, a treacherous winding path leads up the hill toward the summit, which is overgrown with dead and dying trees. Broken bits of masonry and the remains of worked stone walls lie scattered around the hillside.

The path leading up the hill is the only easy way to climb to the top. The hill is very steep and strewn with rubble and climbing it outright requires a DC 0 Climb skill check, as it is considered a slope too steep to walk up. Failing the Climb check results in a bruising slide of 10–40 feet that causes 1d4 points of non lethal damage per 10 feet fallen. PCs that fly can reach the top of the hill easily, although it is overgrown with trees, moss-covered, and full of brambles and thorny branches. If Cyralane retreated here and spots intruders, he casts his defensive spells and then tries to ambush the party.

1. HELD OF CAPTURE

If the PCs follow the tracks of the villagers, they lead to the base of the hill and then fragment. It takes a DC 15 Survival check made by someone with the Track feat to determine that while some of the tracks ascend the narrow path toward the summit, many more seem to be made by another group that met up with the villagers here. The majority of the tracks lead away from the hill to the northeast (toward Horsejaw Beach 2 miles away). A DC 10 Search check of this area reveals a set of manacles, a key broken off in the keyhole, left behind by the slavers when they captured the villagers here. The slavers tried to cover the footprints by dragging a weighted blanket behind them, but it was dark and they missed quite a few.

The path is angled upward steeply and is considered difficult terrain.

2. LOG TRAP (EL 7)

Trap: Cyralane set this trap in order to weaken attackers. Unless the PCs are hiding their presence, Cyralane is aware of them and has watched their movements from his vantage point atop hill.

Falling Log Trap: CR 7; mechanical; location trigger; repair reset; DC 20 Reflex save avoids; crushing falling logs roll down the path (8d6); multiple targets (all occupants of path 40 feet down the trail; Search DC 25; Disable Device DC 17.

3. THE CENTAUR'S CAMP (EL 11)

Cyralane's camp is hidden in this grove of barren trees. Since this is his first target for looting and the party likely interrupted his larceny in Chapter One, he has no treasure other than what is listed in his stat block. The party finds some blankets and the remnants of meals with a DC 10 Search check.

Creature: Cyralane awaits the party here, but can move to any part of the hill to defend the approach to the night twist if the party takes an alternate path.

CYRALANE **CR 11**

LE centaur sorcerer 10
Large monstrous humanoid
Monster Manual 32
Init +2; **Senses** darkvision 60 ft., Spot +2, Listen +2
Language Common, Sylvan, Elven

AC 20, touch 13, flat-footed 18; Dodge, Mobility
hp 102 (117 with *false life*, 14 HD)
Fort +10 **Ref** +11 **Will** +13

Spd 50 ft.
Melee +1 *keen longspear* +15/+10 (2d6+10/19–20/×3)
Ranged mwk composite longbow +10 (2d6+6/×3)
Space 10 ft. **Reach** 5 ft. (10 ft. with longspear)
Base Atk +9; **Grp** +19
Atk Options Power Attack, Spring Attack
Combat Gear *potion of cure moderate wounds* (3), scroll of *bull's strength* (2), scroll of *bear's endurance*, scroll of *mirror image*,
Sorcerer spells known (CL 14th; +14 melee touch, +9 ranged touch)
5th (4/day)—*cone of cold* (DC 20)
4th (6/day)—*dimension door*, *Otiluke's resilient sphere* (DC 19)
3rd (7/day)—*blink*, *dispel magic*, *fly*
2nd (8/day, 7 remaining)—*blindness/deafness* (DC 17), *false life**, *resist energy*, *see invisibility*
1st (8/day, 7 remaining)—*magic missile*, *mage armor**, *ray of enfeeblement*, *shield*, *true strike*

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Light Brown - Attack/Damage Modifier
Medium Brown - Armor Class Modifier
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0 (6/day)—*acid splash, arcane mark, dancing lights, daze* (DC 15), *disrupt undead, detect magic, prestidigation, ray of frost, read magic*
*already cast

Abilities Str 22, Dex 14, Con 18, Int 10, Wis 10, Cha 20
SQ summon familiar (hawk named Fluffsharp)
Feats Alertness (when Fluffsharp is within arm's reach), Dodge, Mobility, Power Attack, Practiced Spellcaster (increases sorcerer CL by 4), Spring Attack
Skills Concentration +14, Craft (trapmaking) +6, Listen +2, Knowledge (arcana) +5, Knowledge (nature) +3, Spellcraft +7, Spot +2 (+5 in bright light)
Possessions combat gear, +1 *keen longspear, cloak of Charisma +4, ring of protection +2, ring of resistance +2* (as *cloak of resistance +2*), masterwork trapmaking kit, silver and turquoise necklace worth 275 gp

Tactics: Cyralane casts *mage armor* and *false life* on himself before he enters town. The centaur observes the party's combat with the veerbegs and attempts to compensate for their tactics with the appropriate spells. Unless the party uses stealth in their approach, Cyralane sees them coming and casts *shield, fly,* and *resist energy* (choosing an energy type he observes the party use, or fire if they didn't use any). He uses his scrolls of *bear's endurance* and *bull's strength,* and casts *blink* and *true strike* immediately before he attacks.

During combat, he takes advantage of his speed and Spring Attack to keep out of reach of the party. He attempts to use *Otiluke's resilient sphere* to neutralize powerful melee fighters so he can focus on the spellcasters. One of his favorite tactics is to retreat for a couple of rounds to renew *false life* and *true strike,* before returning to Power Attack for his full base attack bonus (as *true strike* gives him an almost guaranteed hit).

If he takes more than 20 points of damage, he flees (using *dimension door*), only to reappear later when the party is fighting the night twist. If the night twist is slain, Cyralane leaves the region. Every evening, Cyralane casts *deafness* on himself to resist the night twist's despair song, dismissing the effect when the creature stops singing. If the PCs fight him while he is deaf, he has a 20% chance to miscast any of his spells that have verbal components.

Cyralane

4. HORROR'S GROVE

This peaceful hilltop grove has been enveloped with a scene of unimaginable horror. Dozens of bodies are scattered among the trees. The faces of the corpses are frozen in masks of absolute terror, while the bodies have been horribly mutilated. Discarded limbs and heads, some with the spines still attached, are thrown haphazardly about, many stuck in the branches of the nearby trees.

Those villagers not suitable for hard labor were not taken as slaves and left for the night twist here. Besra feasted on their terror and despair. The night twist, so long deprived of such a rich haul of victims, toyed with its prey for hours. There are 30 corpses here. If the party lingers too long in this area or starts casting *speak with dead* or similar spells, Besra attacks (see area 5).

5. TWISTED NIGHT (EL 13)

This eerie grove of dead and dying trees is full of shadows, rotted moss, and fungus growing on branches. A foul-smelling stagnant pool at the center of the grove is choked with hundreds of dead rats, pigeons, and other small animals. The small, furry bodies cover the ground, forming a squishy, fuzzy carpet of gore. The

skinned carcasses of sheep, cows, and goats hang from the branches of trees.

The animals in this grove were affected by the despair song and came to the night twist, which made short work of them. The ground near the pool is difficult terrain, due to the number of animal carcasses.

Creatures: A verbeeg named Torak kneels on the ground on the east side of the stagnant pool, building a smoker oven to smoke the meat from the carcasses he has skinned and hung in the trees to bleed and drain. Torak knows the night twist is nearby and throws his spears to distract attackers to help the night twist with its initial attack.

BESRA THE NIGHT TWIST **CR 11**

NE Large Plant

Monster Manual III 110

Init -2; **Senses** low-light vision, Listen +17, Spot +12

Languages Common, Elven, Sylvan

AC 27, touch 12, flat-footed 27

hp 202 (15 HD); **DR** 10/slashing

Fort +23 **Ref** +8 **Will** +14

Immune plant traits

Weakness fire vulnerability

Spd 10 ft.

Melee 3 slams +24 (2d8+14)

Space 10 ft. **Reach** 20 ft.

Base Atk +11; **Grp** +29

Atk Options Blind-fight, Improved Sunder, Power Attack

Special Atks, despair song (DC 22), wind blast (DC 22)

Spell-Like Abilities (CL 10th)

3/day—*blight* (DC 20), *deeper darkness*, *entangle*, *fear* (DC 19), *phantasmal killer* (DC 19)

Abilities Str 39, Dex 6, Con 29, Int 12, Wis 14, Cha 21

SQ death curse, unholy grace

Feats Blind-Fight, Diehard, Endurance, Improved Sunder, Iron Will, Power Attack.

Skills Hide –6 (+10 in wooded or swampy areas), Knowledge (nature) +10, Listen +17, Move Silently +8, Spot +12

Death Curse (Su) The person who kills a night twist must make a DC 22 Will save or be cursed similar to the *nightmare* spell. The victim has horrible nightmares, gets no restful sleep, and takes 1d10 points of damage, becoming fatigued and unable to ready arcane spells for 24 hours. The nightmares and damage recur every night until the curse is removed or the victim dies. The curse can only be removed by *limited wish* or more powerful magic cast while the victim is in the throes of the nightmare. If a victim slain by this curse is buried, a new night twist springs forth from the ground where the victim was buried one month later, appearing as a normal non-intelligent sapling until maturity.

Despair Song (Su) Every evening the night twist emits a sorrowful sound that affects victims with an intelligence of 6 or higher within 750 feet. Those who fail a DC 22 Will save are affected as if by a *crushing despair* spell (CL 15th) and must seek out the night twist to the neglect of all other tasks, including meals and sleep. If physically restrained or unable to reach the night twist, the victim takes 1d10 points of damage every night until the enchantment is removed, which requires a *limited wish* or more powerful magic. The effect also ends the round after the night twist makes a slam attack against the creature. Removing the victim from the area of effect does not end this enchantment, although a 12th-level bard using the *song of freedom* class feature can provide a victim with another saving throw. The night twist's death ends the enchantment.

Unholy Grace (Su) A night twist adds its Charisma bonus to its to its saving throws and as a deflection bonus to its armor class.

Wind Blast (Su) This ability is similar to a *gust of wind* spell that emanates from the tree in all directions out to 120 feet, usable at will as a free action. This ability can be resisted with a DC 22 Fortitude save, and the night twist uses it to extinguish any fires in the area.

Verbeeg (1): hp 47, see page 32.

Tactics: The night twist uses its despair song 15–20 minutes after dusk. If the party avoids the effects of the song, either by being out of range or with successful saving throws, the creature cannot sing again until the following night. In combat, the night twist avoids attacking creatures under the effects of the despair song until all active foes have been dealt with.

CHAPTER THREE: EMANCIPATION DESTINATION

Sven Condurrson and his sister Inge, assisted by their marines, captured over a hundred villagers when the townsfolk were caught in the throes of the song of despair. They bound them and force-marched them to their ships at Horsejaw Beach, sailing for Corriban Island the following morning.

On the morning after the PCs arrive, Sven returns to Horsejaw beach. Many of the villagers Sven took as slaves died from the despair and Sven realized that all of the slaves would be dead by the time he arrived at Corriban Island. He wants to punish Cyralane for the perceived deception. If the party does not reach Horsejaw Beach by noon on the day following the start of the adventure, Sven and his party move toward Caer Garrion to find Cyralane and kill the night twist. Since most of the slaves are very weak from the effects of the despair song, Sven only leaves four marines behind to guard them. If the night twist has already been slain, the lingering damage from the effects and the fact that the villagers now realize they are enslaved makes Inge and Sven unaware of the lifting of the curse, since the villagers are still feeling despair.

The poorly concealed tracks from the Field of Capture (area 1) in Chapter Two may lead the party to Horsejaw Beach, 2 miles northeast of the Old Watchtower. The journey leads through pasture and fields. This chapter's encounters are set up for the party coming to Horsejaw Beach to find the missing villagers. However, if they delay, they encounter the entire Luskan raiding party, minus four marines left behind to guard the slaves. This raises the difficulty of the encounter significantly.

Unless attacked, Sven and his troops' attitude is unfriendly. If their attitude can be changed to friendly or better, Sven is receptive to a suggested alliance to get rid of the night twist. Inge determined that killing the night twist would free the surviving slaves from the ravages of despair, and if done quickly

enough, might still yield Sven enough slaves to start clearing his land grant.

After defeating the night twist, the temporary alliance quickly dissolves, as Sven wants to cut his losses and leave the area with his slaves as quickly as he can. If the party questions Sven on the location of the villagers, his reaction immediately changes to unfriendly and he may attack if he senses weakness.

Ad-Hoc Experience Award: If the party successfully enlists Sven and his group in an alliance to destroy the night twist, award the party experience points for a CR 10 encounter.

THE CLIFFS (EL 5)

Short cliffs overlook a scenic beach ringed by shallow, sandy dunes. Waves gently crash on rocks to the north and a narrow peninsula juts out into the bay to the south. A decrepit windmill and what appears to be an abandoned farmhouse lie among fallow fields gone to weeds on the peninsula. A narrow double-masted galley-style warship is anchored in the waters off the beach, towing a smaller cog. Tents are pitched on the beach and the smoke of several campfires rises into the sky. The ground slopes down toward the cliffs and a wide gap offers an easier descent to sea level.

Thirty-foot-high cliffs lead down to the dunes and beach. The cliffs have a gap that allows descent without scaling the sheer drop (which requires a DC 15 Climb check). Sven Condursson is an astute tactician and made preparations to give him time to evacuate if a large force of Queen Alicia's soldiers surprised him on the beach.

Creatures: Cress, a satyr, is a hopeless alcoholic and emotionally dependent on Inge, who supplies him with drink and arranges trysts with slave women. In return, the satyr and the four war dogs act as guards and scouts for the Condurssons.

War Dogs (4): hp 13 each; *Monster Manual* 272.

Cress the Satyr: hp 22; with pipes, *Monster Manual* 219.

Tactics: The creatures hide in the pass leading to the beach. The satyr's Listen and Spot checks are reduced to +13 due to his state of inebriation. If he spots the party, he releases the hounds, which immediately start baying loudly and running toward the ships to raise the alarm. The satyr tries to use his pipes to slow down the party, but runs if confronted. He blows a series of notes on his pipes that alert Sven Condurrson to the number of intruders. If the number is less than twenty, Sven does not make preparations to flee, but confronts the enemy on the beach.

Treasure: The satyr has 83 sp, 14 gp, and two bottles of "firebelly liquor" (*Dragon* #334, page 58) worth 50 gp per bottle. "Firebelly Liquor" is an alchemical brew that grants +4 on Fortitude saves versus non-lethal cold damage for one hour per shot. Each bottle has 25 shots.

HORSEJAW BEACH (EL 12)

Four tents are pitched near four slowly burning campfires on this sandy beach. The bodies of several dozen humans are stacked to the south, next to a large mound of sandy dirt. The ocean waves break on the beach about forty feet to the east of the camp. A raker-style galley is anchored fifty yards away in the bay, a single-masted, merchant cog tied to the warship with several ropes. Two long rowboats lie canted sideways on to the beach about twenty feet from the camp.

Creatures: Sven's troops are burying the bodies of fourteen dead villagers here. The villagers died from the effects of the despair song that inflicted damage on them the night before. The Luskan sea reavers prefer sleeping in a tent on

the beach than on a cramped raker filled with stinking and constantly crying slaves, so they've pitched their tents here. A large pit has been dug in the loose, sandy soil, but the bodies have not been pitched into the grave yet.

Sven Condursson **CR 10**
Male human ranger 4/barbarian 6
NE Medium humanoid
Init +2; **Senses** Listen +7, Spot +8
Language Common, Illuskan

AC 18, touch 12, flat-footed 16; improved uncanny dodge
hp 80 (10 HD)
Fort +11 **Ref** +8 **Will** +6

Spd 40 ft.
Melee +2 *trident* +16/+11 (1d8+6) or +2 *trident* +14/+9 (1d8+6) and mwk handaxe +13 (1d6+2/×3)
Ranged mwk composite longbow +13/+8 (1d8+4/×3)
Base Atk +10; **Grp** +15
Atk Options Combat Reflexes, Power Attack
Special Atks favored enemy +2 (humanoid [human]), rage 2/day
Combat Gear *potion of barkskin, potion of cure moderate wounds*
Ranger Spells Prepared (CL 1st)
1st—*resist energy*

Abilities Str 18, Dex 14, Con 14, Int 11, Wis 12, Cha 8
SQ trap sense +2, wild empathy +3
Feats Blind-fight, Combat Reflexes, Diehard, Endurance, Iron Will, Power Attack, Track, Two-Weapon Fighting
Skills Climb +7, Escape Artist +6, Handle Animal +6, Hide +9, Jump +9, Listen +6, Move Silently +6, Profession (Sailor) +8, Ride +5, Search +3, Spot +8, Survival +8, Swim +12
Possessions combat gear, +2 *chain shirt*, +2 *trident*, masterwork composite longbow with 40 arrows, masterwork handaxe, *gauntlets of ogre power*, silver cloak clasp worth 150 gp, 187 gp

Rage (Ex) While raging, Sven's statistics change as follows:
AC 16, touch 10, flat-footed 14
hp 100
Fort +13, **Will** +8
Melee +2 *trident* +18/+12 (1d8+8) or +2 *trident* +16/+11 (1d8+8) and mwk handaxe +15 (1d6+3/×3)
Abilities Str 22, Con 18
Skills Climb +9, Jump +11, Swim +14

Luskan Marine (6) **CR 5**
Male human warrior 6
NE Medium humanoid
Init +1; **Senses** Listen –1, Spot +3
Language Common, Illuskan

AC 18, touch 11, flat-footed 17
hp 33 (6 HD)
Fort +6 **Ref** +3 **Will** +1

Spd 20 ft.
Melee mwk scimitar +9/+4 (1d6+2/18–20)
Ranged mwk light crossbow +8/+3 (1d8/19–20)
Base Atk +6; **Grp** +8
Atk Options Improved Unarmed Strike
Combat Gear *potion of cure light wounds*

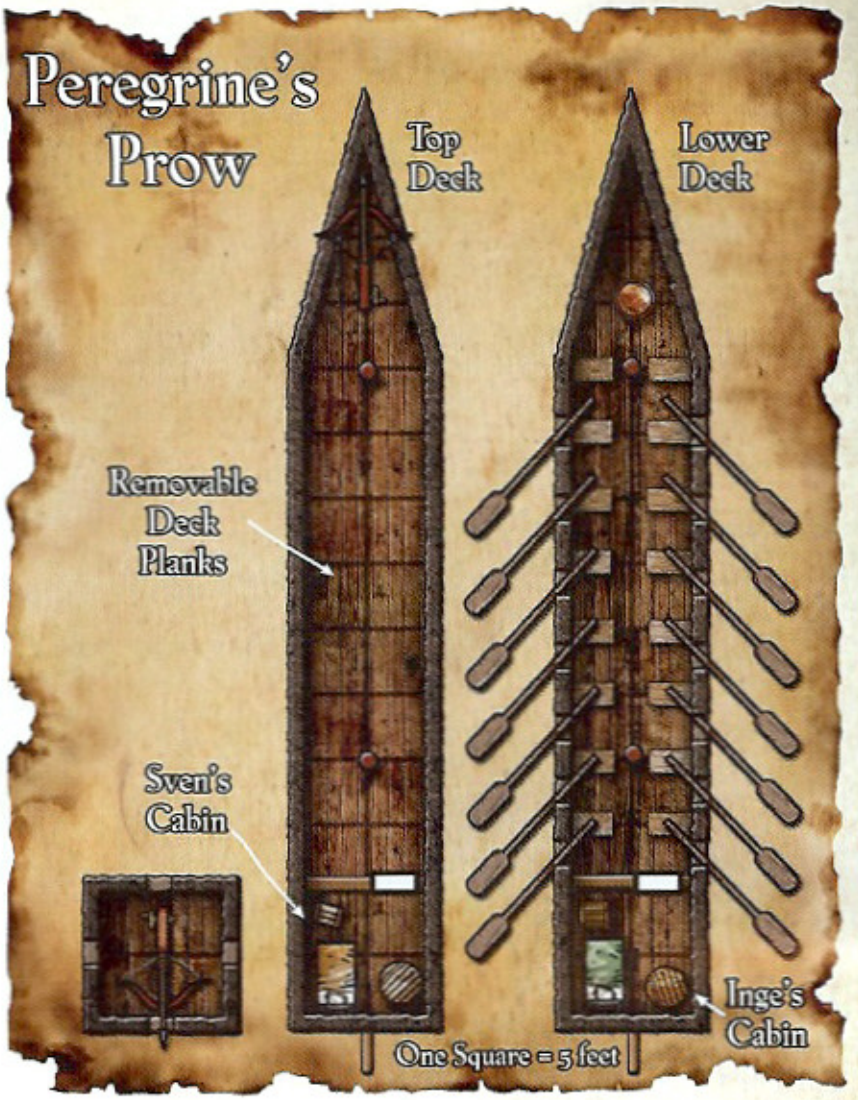
Abilities Str 14, Dex 12, Con 13, Int 11, Wis 9, Cha 8
Feats Weapon Focus (scimitar), Skill Focus (Profession [Sailor]), Improved Unarmed Strike, Rapid Reload (light crossbow)
Skills Balance –2, Climb –3, Profession (Sailor) +6, Swim +4, Use Rope +4, Spot +3
Possessions combat gear, breastplate, heavy steel shield, masterwork scimitar, masterwork light crossbow with 5 +1 *flaming bolts* and 20 standard bolts.

Tactics: If alerted by the satyr and his dogs, Sven and his marines hide out 50 feet from the camp, waiting for the PCs to begin investigating. They open fire on perceived spellcasters first and target one until it drops. If the party moves into melee, Sven and three marines engage while the others ready actions to fire bolts at enemies casting spells.

Treasure: The tents sleep four comfortably, and are insulated with strips of whale skin to make them water resistant and warm. Each tent weighs 25 lbs and is worth 180 gp. Mundane supplies such as foodstuffs, shovels, and bedrolls are worth a total of 480 gp.

THE SHIPS (EL 11)

The sound of low moaning and crying drift from these two vessels.



The PCs may use the rowboats to approach the vessels, or they may have alternative ways to reach them. Inge is oblivious to their approach, as she is busy tending to the injured villagers in the hold of the raker. If Sven and his men retreat here, they flee to Corriban Island, cutting the old cog loose to increase speed.

THE OLD COG

This 60-foot-long, 20-foot-wide single masted sailing ship has a lower deck. Its best years are obviously behind it, as it is beaten and patched, its lower hull coated with barnacles. Sven intended to use this ship to carry excess slaves and treasure, towing it behind the *Peregrine's Prow*. If Sven manages to escape, he cuts the ropes to this ship to facilitate his rapid departure and lets it drift away. PCs may be able to use it to follow the *Peregrine's Prow* even though the cog is in no condition to catch the raker. If they use this ship, the best the PCs can hope for is to arrive at Corriban Island a day or two behind the Luskans.

PEREGRINE'S PROW (EL 11)

Ten feet wide and 75 feet long, Peregrine's Prow is a classic Luskan raker. Built for pure speed, the warship is not very seaworthy and tends to stick to coastlines, but its ramming power and exceptional agility makes it a feared predator of the costal trade routes.

Creatures: Inge's shield guardian prowls the top deck and attacks all intruders. Inge is tending to the slaves in the lower hold, where two marines assist in guarding the prisoners. Two ballistas are on the top deck, one in the bow and one on the small poop deck in the aft of the ship. Access to the lower deck is via the removable deck planks in the middle of the ship, which sit loosely on supporting edges and are often removed during fair weather. The deck planks in the middle are removed when the PCs come to the ship, opening the top deck to the lower deck.

Over a hundred inhabitants of Caer Garrion are crammed into the lower deck, chained to the oars and rowing benches. If the night twist is still alive on the following night, more of the slaves die from the continued effects of the despair song. Even if the night twist is dead, the villagers remain chained up, most of them severely injured from the despair song, and despondent over their fate. Six heavy chains run the length of the lower deck. The townsfolk are attached to the chains with leg chain loops. Breaking

the chains frees the prisoners, but the small chains around their ankles remain and must be removed individually (these chains halve the slaves' movement speed). Bursting the chain bonds takes a DC 26 Strength check and the chains have hardness 10 and 5 hit points. Moving on the lower level requires a DC 10 Balance skill check to move (as if through difficult terrain) through the packed bodies of the villagers. Failure means no movement is possible that round. The villagers are considered helpless, allowing a character to end her movement in a square occupied by one of them. A Caer Garrion resident occupies every square on the lower level.

INGE CONDURSSON **CR 9**

Female human cleric 9 (Umberlee)
NE Medium humanoid
Init +7; **Senses** Listen +3, Spot +3
Languages Common, Illuskan

AC 17, touch 13, flat-footed 14
hp 44 (9 HD)
Fort +6 **Ref** +6 **Will** +9

Spd 30 ft.
Melee mwk dagger +8/+3 (1d4+2/19–20)
Ranged +4 *dart* +13/+8 (1d4+5 plus poison)
Base Atk +6; **Grp** +7
Atk Options Quick Draw
Special Atks rebuke undead 4/day (+1, 2d6+10)
Combat Gear *wand of sound burst* (13 charges)
Cleric Spells Prepared (CL 9th [CL 10th for evil spells], +9 ranged touch)
5th—*slay living* (DC 18), *wall of ice*[D]
4th—*summon monster IV, giant vermin, unholy blight*[D] (DC 17)
3rd—*blindness/deafness* (DC 16) (4), *magic circle against good*[D]
2nd—*cure moderate wounds* (3)*, *calm emotions* (2)*, *desecrate*[D]
1st—*cure light wounds* (5)*, *protection from good*[D]
0—*cure minor wounds* (4)*
D Domain Spell; **Domains** Evil, Ocean
*already cast

Abilities Str 12, Dex 16, Con 11, Int 11, Wis 16, Cha 12
SQ spontaneous casting (*inflict* spells), water breathing 9 min/day
Feats Improved Initiative, Spell Penetration, Quick Draw, Skill Focus (Concentration), Skill Focus (Intimidate)
Skills Bluff +7, Concentration +15, Hide +3, Intimidate +10, Listen +3, Move Silently +3, Sense Motive +3, Spot +3
Possessions combat gear, *+1 studded leather armor*, masterwork dagger, 3 *+4 darts* coated with purple worm poison (*Dungeon Master's Guide* 297), 14 pp

Water Breathing (Su) The ocean domain gives Inge the ability to breathe underwater for up to 10 rounds per cleric level per day.

Shield Guardian: hp 112, *Monster Manual* 223.

Luskanian Marines (2): hp 33 each; see page 37.

Tactics: The shield guardian and marines attack the party to cover Inge's spellcasting. She uses the intimidated villagers as cover while she uses her spells to attack the party from the lower deck. Inge prepared four *blindness/deafness* spells to cast on her brother and three marines while they searched for the night twist, but she does not hesitate to use them in defense of the ship. The shield guardian's 4th-level spell is *cure critical wounds*, which it casts on Inge if she commands it or is knocked below 10 hp. If her shield guardian and marines go down, she threatens to kill villagers with her wand. If captured, she reveals that the night twist holds the key to the villagers' survival and must be killed.

Treasure: A locked (Open Lock DC 15) chest in Sven Condursson's cabin holds 1,000 gp.

ABANDONED FARM

Sven Condursson and his men searched this ruined farm and windmill when they arrived, but found nothing. However, the top of the decrepit windmill hides the Caer Garrion town cleric, **Cadder Belton** (NG male human cleric 3). If the PCs defeat the Condurssons, Cadder emerges from his hiding spot and approaches the PCs, identifying himself and explaining that he was not affected by the despair song and was hiding nearby until he could get a chance to "do something." He helps the party rescue any remaining villagers, calms them down, and helps get them off the ship and back to Caer Garrion.

SCALING THE ADVENTURE

"Twisted Night" is designed for a group of four 10th-level characters, but with a little work it can be adapted for use by 8th–9th-level characters or 11th–12th-level characters. Adjust all NPC character levels up or down as appropriate by a number equal to that which the average party level of your group deviates from 10. Remember to add or remove equipment from each NPC with character levels as appropriate for their level.

8th–9th-level parties: Replace the night twist with a covey of advanced harpies. Remove 1–2 verbeegs and 1–2 Luskan marines from the appropriate encounters.

11th–12th-level parties: Advance the night twist by 4–6 HD. Give Cyralane another companion (perhaps a centaur druid or ranger ally). Replace the verbeeg with hill giants, and give Inge 2–3 commanded wraiths.

CONCLUDING THE ADVENTURE

If the night twist is killed on the first night of the PCs arrival, 85 villagers out of 130 survive the ordeal. If it is not killed until the second night, only 60 survive. If the third night brings no relief, the remaining villagers perish from the despair song. On the morning following the third night, a large patrol of Queen Alicia's soldiers arrives at the village, alerted by a survivor of the first despair song attack. The company commander, Tellryn Riese, pays the party a reward of 500 gp, hands them a letter, and tells them to report to Caer Callidyrr, where the kingdom treasurer pays them another 1,000 gp. At this point the adventurers may leave or the Queen's seneschal may offer them a commission to investigate Corriban Island and clear the area of Luskan influence.

Stefan Happ expresses great appreciation to the loveliest playtesters west of the Pecos—Jennifer Kilmer, Carol Sherman, Monica Hernandez, Tina White, and Bruce Campbell, whose loveliness fluctuates greatly depending on his scotch consumption.

Savage Tide

Enemies of My Enemy

Iggwilv. Orcus. Malcanthet. Obox-Ob. Charon.

These names are among the most notorious in the multiverse, appellations belonging to some of the most dangerous and powerful creatures on the lower planes. Heroes from countless worlds have raised their arms against these immortal foes and, in most cases, these heroes have perished to their soul-blasting, life-ending might. Their lairs are as notorious as they are: the River Styx, beautiful but deadly Shendilavri, the Gray Wastes of Hades, frozen Thanatos, and mind-numbing Zionyn. Simply entering one of these scions of evil is akin to suicide.

Yet now, as the Prince of Demons begins the final rituals to bring the savage tide to the Material Plane, heroes must approach these immortal villains not as enemies, but as allies.

"Enemies of My Enemy" is the 11th chapter in the Savage Tide Adventure Path, a complete campaign consisting of 12 adventures appearing in *Dungeon* magazine. For additional aid in running this campaign, check out *Dragon* magazine's monthly "Savage Tidings" articles, a series that helps players and DMs prepare for and expand on the campaign. Issue #358 of *Dragon* magazine features a map of the River Styx and advice for those who would use this notorious river as a route in exploring the lower planes.

The PCs should be 19th level when they begin "Enemies of My Enemy," and by the end of the adventure should be 20th level.

BY WOLFGANG BAUR
BY BEN WOOTTEN AND WARREN MAHY
BY ROBERT LAZZARETTI

ADVENTURE PATH, HIGH-LEVEL (13TH–20TH), PLANAR

PLAYTESTED BY EDWARD ALBERT, MATT E. CULVER, JAMES LARRISON, GREG A. VAUGHAN

Where's Graz'zt?

Graz'zt, the Dark Prince, is one of Demogorgon's greatest enemies, yet he does not play a part in the Savage Tide endgame, as he is currently embroiled in his own plans involving Lolth, goddess of the drow. That three of his other greatest enemies (Orcus, Gwynharwyf, and Malcanthet) are involved in the alliance is also enough for him to wish to keep his distance. He uses his agents (perhaps even Tyralandi from Scuttlecove) to keep an eye on developments in Gaping Maw, and is ready to step in to pick up the pieces once the war is over, as detailed at the end of "Prince of Demons."

Adventure Background

Demogorgon is the Prince of Demons, yet he does not command the unwavering loyalty of the Abyssal host. Indeed, his foes far outnumber his allies, but the intrinsic chaos and hatred that runs so rife in the Abyss keeps his enemies from forming an alliance against him. Demogorgon faced no real opposition as he drew his plans to unleash the savage tide upon the Material Plane, with the ultimate secret goal of reconciling his own divided nature. If successful, he'll lose his dual mind, but the power he'll gain in return will be more than enough to give him the advantage he needs to ascend from Prince of Demons to king.

Many of Demogorgon's enemies suspect that he's up to something, and one of them (Malcanthet) knows about the savage tide, yet none of them suspect that the results of non-intervention could be quite so devastating for the Abyssal power structure. Yet even if they did learn this, their chaotic natures alone would keep them from allying to oppose Demogorgon. They need someone to broker such an alliance, and while they might curse and writhe and rail against such a notion, they are ready to join forces. Their fear and hatred of Demogorgon is enough to convince them to unite, for however short a time, against this common enemy.

Adventure Synopsis

After releasing one of Demogorgon's ex-lovers, Shami-Amourae, from her prison on the Wells of Darkness, the PCs endured a brutal counterattack by the Prince of Demon's forces that included a catastrophic redirection of the River Styx. Enraged at this affront, Charon himself arrives not long thereafter to investigate and grants the PCs passage on the River Styx if they promise to punish Demogorgon for his audacity.

Using the River Styx, the PCs travel across the Abyss, Hades, and Arborea, recruiting powerful agents in the battle to come against the Prince of Demons. As their allies mount, though, Demogorgon grows concerned, and as the PCs near the completion of their task, he sends a force from his armies to deal with the them. Assuming they survive, the PCs are now prepared to launch their assault on Gaping Maw.

Adventure Hooks

This adventure begins where "Wells of Darkness" ended, with Charon approaching the PCs. If you're not running "Enemies of My Enemy" as part of the Savage Tide Adventure Path, you can use this adventure in a couple of interesting ways.

First, you could run this adventure in place of any "army-gathering" stage in an ongoing campaign. The actual threat posed doesn't matter, be it the savage tide or an invading pantheon or the return of a long-lost deity like Tharizdun—all that matters is that the PCs need to gather a powerful host of allies to their cause.

Second, you can use any of the chapters of this adventure as a campaign seed of its own. Full statistics for a number of villains are provided, any one of which can serve as an excellent antagonist for a campaign of his or her own.

PART ONE: THE WITCH QUEEN

At the end of "Wells of Darkness," the PCs learned from Shami-Amourae that Demogorgon intends to merge his two personalities by siphoning off the collected savagery of a world gone mad. If he achieves his goal, Demogorgon will become dangerously powerful and dozens of cities from the PCs' home world will be destroyed. Shami-Amourae warned the PCs against opposing Demogorgon on their own, and even went so far as to suggest that they gather an army with which to assault his realm. She had no interest in taking part in such an assault, but gave the PCs the name of one who perhaps knows more about the Abyss and the politics of its squabbling rulers than any other creature—the witch queen Iggwilv.

Shami-Amourae plane shifted away, leaving the PCs on the slowly expanding shores of a new lake on the Wells of Darkness—a lake fed by the River Styx. Before the PCs have a chance to retreat elsewhere, though, a sinister shape approaches from the fog and spray, a gaunt humanoid figure dressed in dark robes, poling a gothic skiff along the surface of the Styx. As a DC 25 Knowledge (the planes) can confirm, this figure is the caretaker and ferryman of the River Styx—Charon.

Hail Charon! (EL 22)

As the dark waters of the River Styx plunge from the hole that Demogorgon's magic tore in the sky, Charon takes note. Never before have the waters of the Styx been redirected in such an invasive manner, and it takes Charon only a few moments to pinpoint the source of the deviation in the Wells of Darkness. He arrives on his skiff after Shami-Amourae leaves the party but before they leave the area themselves. If the PCs manage to leave the scene before his arrival, Charon uses a *wish* to determine where they've gone and approaches them to question them on their involvement.

As soon as Charon reaches the shore of the new lake, about 30 feet from the PCs, he whispers to them, "What have you done to my river?" His voice is clearly audible over the gurgling water. Charon knows that mortals lack the power to redirect the Styx, and gives the PCs a moment to explain themselves.

When he finds out the PCs are working against Demogorgon, Charon asks

for their apologies for the small part they played in diverting the Styx—after all, had they never attempted to free Shami-Amourae, none of this would have happened. Any character who refuses to apologize angers the boatman enough that he attacks them (see the sidebar).

Assuming the PCs do apologize (Charon graciously accepts even surly or grudging apologies), he nods, then invites them to join him in his skiff so he may take them away from this place. As soon as they do, he turns to face the rift in the sky above and, with a wave of his staff, the flow of stygian waters reverses. Very quickly, he, the PCs, and his skiff are swept up and through the rift, which closes behind them as they return to a point somewhere in the depths of the lower planes. As long as the PCs are in Charon's skiff, they need not fear the effects of the notorious river. Charon languidly poles the boat along the midnight waters, passing by empty cities, ruined hellscapes, and other dark avenues of the soul. Eventually, he speaks.

"We are both Demogorgon's enemies. If you would seek to oppose him, the parting words of the Lady of Debased Eros are wise. You must recruit an army of his enemies. The Prince of Demons has thousands of them, but only a few are capable of mounting a force to truly threaten him. Assaulting Demogorgon alone, no matter how powerful you think you are, is suicide. I should know. I've taken enough of those fools to their rewards over the span of the mortal stain." He pauses as he shifts his boathook from one hand to the other—as he does, the shores shift and waver as the Styx passes from one lower realm to the next.

"You need distractions and allies. I know of some of his enemies—the Dark Prince, the Lord of Undeath, the Prince of Vermin, the Court of Stars. Yet I know not which ones would make good allies, nor how one might secure their aid. And again, the Lady's words are wise, for there is one who does possess the information you seek. As it happens, I know of the Witch Queen Iggwilv. Few know where she lives these days, but I am one of these few. I can take you to her home, but your negotiations with her are your own to forge. Will you accompany me?" The cloaked figure stands perfectly still, awaiting an answer.

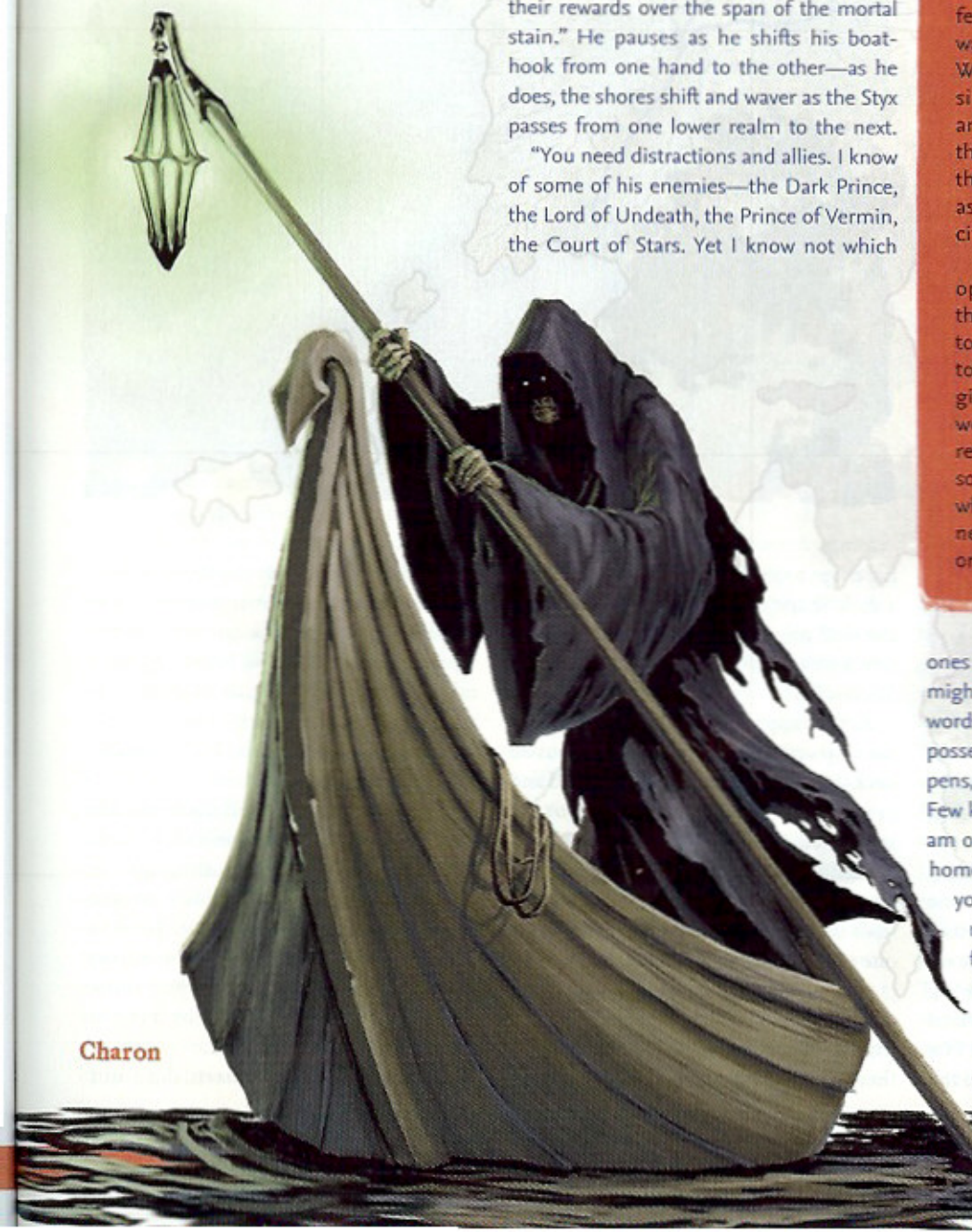
If the party accepts his invitation, he simply nods. The skiff moves quickly along the Styx, passing

Fighting Charon

If the party decides to attack Charon (because he's obviously evil or for some other reason), let them fight. Charon's a dangerous foe, but not completely beyond the PCs' power to defeat. Yet even if they do defeat him, Charon does not die. He merely reforms again at the Styx's source, and within 24 hours he seeks out the PCs again to assault them. He continues his daily attacks on them, recruiting larger and larger numbers of yugoloth allies until the PCs finally apologize or are slain.

If the party is slain by Charon, they find their souls joining him in his skiff as he prepares to ferry them to the afterlife. At this point, the PCs can do nothing but listen to the ferryman—as spirits, they have no way to attack, oppose, or resist him. With his captive audience, Charon silently repairs the rift in the Styx and then takes the PCs away from the Wells of Darkness, interrogating them about their role in the event as they glide silently through dead cities and dark hellscapes.

When Charon learns that the PCs oppose Demogorgon, he grows thoughtful for a moment, then offers to return them all to life if they agree to one condition—they must each give him a magic item or object worth 20,000 gp as penance for resisting him, or must pledge their souls to him once they die again. PCs who pledge their souls to Charon can never again be raised from the dead once he restores them to life.



Charon

The River Styx

The River Styx winds through the lower planes along a route that leads through Hades, Carceri, Gehenna, Pandemonium, Hell, and the Abyss. The waters of this legendary river are dark and languid, rippling with a faint greasy sheen. Any creature who touches the water must make a DC 17 Fortitude save or be struck with total amnesia—treat such a character as if he had been feebleminded. Even those who make this saving throw lose their memories of the past 8 hours. Prepared spells remain in memory, although the victim might not realize they're prepared. Evil outsiders with the aquatic subtype are immune to the memory-draining effects of the River Styx, and creatures that do not have Intelligence scores (like most constructs) are not affected, as they have no true memories to be erased, but all other living creatures are affected, even if they are normally immune to mind-affecting effects.

A DC 18 Knowledge (the planes) check reveals that the River Styx can be used to travel between the various lower planes, but that such travel is regulated by dangerous yugoloths known as marraenoloths, and that the master of these evil boatmen is the ferryman of the dead himself: Charon. Of course, once the PCs recieve Charon's permission and blessing to use the *Sea Wyvern* on the River Styx, they need not worry about the dangers of unexpected encounters while they remain on their ship. It's a DC 25 Profession (sailor) check to reach any point on the Styx, and due to the river's unstable, shifting nature, it always takes 1d20 hours to reach a destination.

through a dozen landscapes of death, despair, and ruin, each more depressing than the last. In 1d20 hours, the skiff reaches a dull and depressing place: the realm of Niflheim on the Gray Wastes of Hades. Ragged tors and cliffs line one bank of the River Styx, while the other stretches off into an endless swampy moor. Gray mists writhe and twist, obscuring the horizon, and the entire realm seems devoid of color. As Charon poles the PCs deeper into Niflheim, vision through the fog drops to a maximum of 100 feet. Soon, a dark shape looms before them, and as the skiff grows closer, the shape resolves into a welcome but unexpected sight: the *Sea Wyvern*.

As they approach, the PCs can even see the ship's confused crew milling about on deck—they are unharmed but baffled and growing increasingly nervous about the strange environs. The *Sea Wyvern* itself is docked at a gray wooden pier that protrudes from a rocky shore, beyond which a ledge leads up into the unseen mists above along one of the looming cliff faces.

Charon explains that not only have the PCs arrived at their destination, but that he has brought the *Sea Wyvern* to them for them to use. He grants their ship permission to ply the River Styx as long as they oppose Demogorgon, and as he draws near, the PCs can see that the wyvern figurehead now bears Charon's mark upon its face—a pair of gold coins are affixed to the wyvern's eyes. As long as these coins remain, the PCs can safely sail upon the Styx.

Charon brings his skiff up alongside the *Sea Wyvern*, and as the PCs debark, he points to the ledge leading up the cliff face and says, "Iggwilv's manor awaits at the top of this ledge. Tend to your crew first—they won't be happy when they realize where they've come to, and it would not be well for them to stay long here. And take care on your approach—the witch queen does not

leave her grounds unguarded. I must take my leave of you for now, but when you have gathered your army and are prepared for the assault, whisper in your ship's figurehead's ear and I shall return to aid you one last time."

With that, Charon pushes off the *Sea Wyvern*'s hull with his pole and in the span of only a few seconds fades into the mist.

Consult pages 161–162 of the *Dungeon Master's Guide* for the planar traits of the Gray Waste of Hades; in particular, note the rules on the plane's entrapping trait on page 162. The PCs would do well to keep their time in Hades short.

Handout 1

My unexpected guests—I regret that I have been unable to meet with you to discuss matters of mutual interest, or that my pets may have caused you undue harm.

My researches require my full attention for another hour; please follow my cat and await me in the Demonhunter's Room. I will join you shortly.

IGV

Iggwilv's Landing (EL 18)

Beloved and hated of Graz'zt, Matriarch of Diabolists, Mother of Iuz, Daughter of Baba Yaga, Apprentice of Zagig, the Witch-Queen of Perrenland, and author of the *Demonomicon*, Iggwilv currently dwells with her apprentices in the Grey Wastes of Hades. Iggwilv is an archmage, her apprentices arcanaloths, and her guard dogs linnorms, so her privacy is impressive.

Give the PCs time to reunite with their crew, but as soon as they turn their attentions toward the ledge leading up into the mists, have them make Spot checks. The PC who rolls the highest notices a wolf-headed humanoid figure approaching the pier from the ledge, waving them away. A moment later, the waters along the shore churn and froth as two immense monsters, snakelike dragons with gray scales and long thin snouts, surge up onto the shores to roar angrily, although it's unclear if the dragons have taken offense at the intrusion of the PCs or the wolf-headed man.

Creatures: The wolf-headed man wears fine robes and has ears adorned with expensive rings. This is Sembra, a particularly vile and weaselly arcanaloth. Like Iggwilv's other arcanaloth apprentices, Sembra doesn't appreciate the idea of competition for Her Excellency's time, and as the first to notice the PCs' arrival, is simply looking for an excuse to show the party off the grounds. The two dragons are stygian linnorms—monstrous guardians enthralled by Iggwilv but not quite as loyal to her apprentices. Sembra eyes the linnorms warily, then calls out to the *Sea Wyvern*.

"You aren't expected by Her Excellence. If you value life, you would debark from here now, before her pets grow braver. You are not wanted here!" He doesn't wait for an answer, instead signaling to the linnorms that they are to attack with a flip of a hand before he teleports back to Iggwilv's manor above.

Stygian Linnorms (2): hp 243 each; see the appendix.

Tactics: Before the linnorms emerge from the Styx, each casts *fly* on itself. When combat begins, they slither horribly into the air to circle the *Sea Wyvern*, opening battle with quickened *enervations* and a breath weapon attack, although they take care not to harm or attack anyone in contact with the *Sea Wyvern* itself, for fear of angering Charon. If the PCs realize they're safe as long as they remain in contact with the ship and use ranged atttacks against the linnorms, the dragons roar in frustration and return to the waters to wait for the infuriating intruders to leave the safety of the protected ship. A linnorm retreats to its lair if brought below 80 hit points.

Treasure: The linnorms keep their sizable treasure heaped in a nearby underwater cavern. The waters of the Styx are 40 feet deep in this cave, and dark enough to limit vision to 10 feet. Retrieving the treasure likely requires exposure to the dangerous river waters.

The treasure includes 27,676 gp, two star rubies worth 1,000 gp each, two huge moonbars worth 4,000 gp each, two pieces of jade worth 100 gp each, a pair of flawed yellow diamonds worth 800 gp each, a carved masterwork harp of chestnut with ivory inlay and black sapphire gems worth 5,500 gp, an *amulet of natural armor +4* shaped like a twisted trident impaling a dolphin, and a darkwood *helm of telepathy* carved to resemble a nest of snakes with softly glowing emerald eyes.

Iggwilv's Manor

The ledge winds up the side of the cliff to a height of 180 feet above the Styx below. Here looms Iggwilv's Manor, a sprawling mansion of gothic eaves, spiked crenellations, and iron and darkwood wainscoting. Demonic gargoyles leer from the corners of the roof, and a cold iron fence encloses the immense structure. The gates in this fence hang open in absent invitation. Within, a few dead, leafless trees decorate the courtyard. A short path, made of faces chiseled off

dozens of Iggwilv's enemies who were turned to stone by her magic, leads up to a 10-foot-tall front door.

As the PCs approach, Iggwilv's three arcanaloth apprentices take action. From the depths of the manor, one uses *telekinesis* to cause an envelope sealed with wax bearing Iggwilv's seal to float up to the first PC to enter the manor. Within is a short note written in delicate script (see Handout 1).

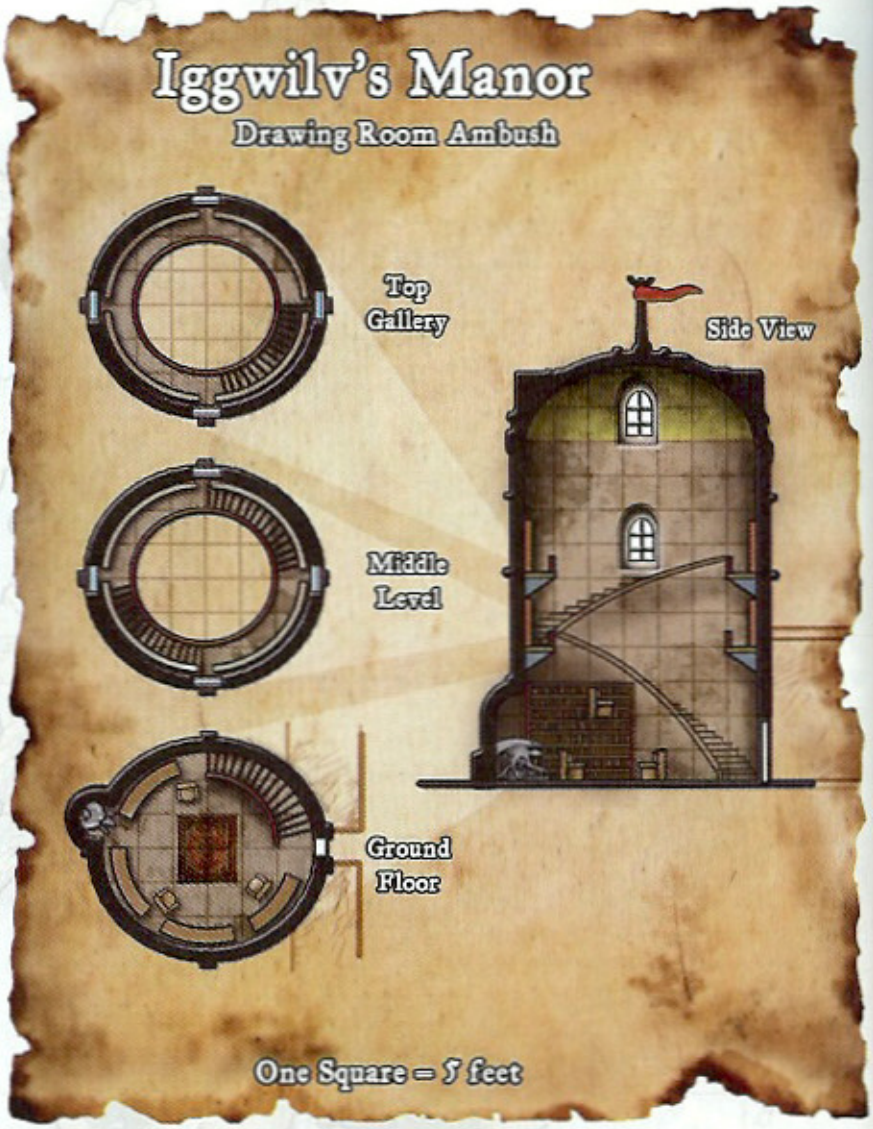
As the PCs finish reading the note, another arcanaloth casts *polymorph* to assume the form of a black cat and teleports into the parlor. He affectionately rubs against the leg of the PC holding the note, then quickly moves down a hall to the left toward the drawing room.

If the PCs see through the deception and attack the arcanaloth, or if they decide to explore the manor on their own, the apprentices are forced to improvise and spring their ambush immediately. The other two arcanaloths teleport in to aid the first and attack the party as detailed in the next section.

The Drawing Room Ambush (EL 20)

The Demonhunter's Room is a well-appointed drawing room, its walls lined with shelves of books, a small niche containing a statue of a cowering vrock demon, a small domed ceiling covered in gold leaf forty feet above, and four beautiful stuffed leather chairs. One of these chairs floats three feet in the air.

Creatures: The three arcanaloth apprentices wait here, invisible, for the PCs to make themselves comfortable. If the PCs notice them, they begin their attack immediately. Otherwise, one creates a major image of a black-haired woman wearing a rich purple leather corset over a black robe in the floating chair. The woman squints for a moment, then waves her hand at the chairs below her and says, "Sit, sit." She brushes back her hair. "Why are you here? I try very hard not to have visitors. If you have something to deliver, hand it over and then please leave. You have interrupted a major summoning, so make it quick."



While one arcanaloth uses this illusion to try to convince the party to leave immediately, threatening, sneering, and mocking the PCs with gleeful abandon, the other two move into positions around the room so they're surrounding the PCs. If the party discovers the ruse, or if they refuse to leave after 4 rounds of conversation, the arcanaloths attack.

The statistics presented for arcanaloths below are revised from their appearance in the *Monster Manual II*; they've not only been updated to the 3.5 rule set, but have been developed to be more powerful to more accurately represent these monsters as the dangerous fiends they have traditionally been.

Sembra, Sovashi, and Ridder **CR 17**
Arcanaloth yugoloths
Always NE Medium outsider (evil, extraplanar, yugoloth)
Init +14; **Senses** darkvision 60 ft., Listen +33, Spot +33
Languages Abyssal, Draconic, Infernal; telepathy 100 ft.

AC 35, touch 20, flat-footed 25 (+10 Dex, +15 natural)
hp 243 (18 HD); **DR** 15/good and silver
Immune acid, mind affecting, poison
Resist cold 10, electricity 10, fire 10; **SR** 26
Fort +20, **Ref** +21, **Will** +15

Spd 30 ft., fly 50 ft. (good)
Melee 2 claws +28 (1d6+5 plus 1d6 Strength drain) and bite +23 (2d6+2)
Base Atk +18; **Grp** +23

Atk Options Arcane Strike, Flyby Attack
Special Actions *summon yugoloth*
Sorcerer Spells Known (CL 12th; +28 ranged touch)
6th (4/day)—*chain lightning* (DC 25)
5th (6/day)—*cone of cold* (DC 24), *wall of force*
4th (7/day)—*locate creature, polymorph, wall of fire*
3rd (8/day)—*dispel magic, displacement, fireball* (DC 22), *lightning bolt* (DC 22)
2nd (8/day)—*flaming sphere* (DC 21), *locate object, scorching ray, shatter* (DC 21), *web*
1st (8/day)—*burning hands* (DC 20), *comprehend languages, mage armor, shield, shocking grasp*
0 (6/day)—*acid splash, arcane mark, detect magic, ghost sound* (DC 17), *mage hand, mending, open/close, prestidigitation, read magic*
Spell-Like Abilities (CL 17th)
At will—*alter self, darkness, fear* (DC 21), *greater teleport* (self plus 50 pounds of objects only), *heat metal, invisibility, magic missile, major image* (DC 20), *telekinesis, warp wood* (DC 19)

Abilities Str 20, Dex 30, Con 28, Int 23, Wis 18, Cha 24
SQ flight, swift evoker
Feats Arcane Strike, Empower Spell, Flyby Attack, Greater Spell Focus (evocation), Improved Initiative, Spell Focus (evocation), Weapon Finesse
Skills Bluff +28, Concentration +30, Decipher Script +27, Diplomacy +30, Forgery +27, Gather Information +28, Intimidate +30, Knowledge (arcana) +27, Knowledge (the planes) +27, Knowledge (any one other) +27, Listen +33, Spellcraft +29, Spot +33, Use Magic Device +28

Arcane Strike Activating this feat is a free action that does not provoke an attack of opportunity. When an arcanaloth activates this feat, he channels arcane energy into a melee weapon, an unarmed strike, or his natural weapons. He must sacrifice one of his spells for the day (of 1st level or higher) to do this, but gains a bonus on all attack rolls for 1 round equal to the level of the spell sacrificed, as well as extra damage equal to 1d4 points × the level of the spell sacrificed. This feat originally appeared in *Complete Warrior*.

Flight (Su) An arcanaloth's ability to fly is a constant magical effect that cannot be dispelled.

Spells An arcanaloth casts spells as a 12th-level sorcerer.

Strength Drain (Su) A creature hit by an arcanaloth's claw attack must succeed on a DC 28 Fortitude save or take 1d6 points of Strength drain. On a successful save, the creature takes only 1 point of Strength drain. The save DC is Constitution-based.

***Summon Yugoloth* (Sp)** Once per day, an arcanaloth can automatically summon another arcanaloth. A summoned arcanaloth remains for 1 hour. This ability is the equivalent of a 9th-level spell.

Swift Evoker (Ex) An arcanaloth is particularly adept at quickly casting spells of the school of evocation. Once every 1d4 rounds, an arcanaloth may cast any evocation spell it knows as a free action, as if it were a quickened spell. An arcanaloth may cast evocation spells in this manner even if that spell is cast spontaneously. Many arcanaloths are fond

of casting *burning hands* in this manner as they attack with their claws.

Skills Arcanaloths gain a +8 racial bonus on Listen and Spot checks.

Tactics: The arcanaloths float invisibly near the ceiling of the room, coordinating their ambush telepathically. They begin combat by casting two *chain lightning* spells each. They prefer to avoid melee entirely, but if forced into it take advantage of Arcane Strike to increase their damage dramatically. Once reduced to less than 50 hit points, an arcanaloth teleports away to hide and nurse his wounds, but chances are good that the battle doesn't last that long.

Landerbold

Only 1d4 rounds after combat with the apprentices begins, Iggwilv's fourth apprentice (an arcanaloth named Landerbold) realizes what the other three have been up to. He uses *polymorph* to disguise himself as Iggwilv and then teleports into the Demonhunter's Room. Any surviving arcanaloths panic at the appearance of what could be Iggwilv and immediately drop to their knees and beg for mercy. Landerbold glares at them, raises an arm, and then appears to think better of punishing them. He commands the apprentices to leave at once and they do, teleporting away to nurse their wounds and bruised egos.

Landerbold then moves to take a seat in the floating chair and regards the PCs, bidding them to take a seat.

"Allow me to apologize for my brothers—they are fools and children in many ways. And allow me to apologize for my deception. I am not my Mistress." The beautiful woman's form wavers, and an instant later sitting in the chair before you is another arcanaloth. "My name is Landerbold, and I am Her Excellency's appointments minister. She apologizes for the jealousy and enthusiasm you've been exposed to, and has asked me to inform you that you are free to leave, unharmed. I give you my word no reprisals will be taken against you."

This is, of course, yet another attempt to get the party to leave. If the PCs remain, or ask for an audience with Iggwilv, he'll listen to them. A DC 40 Diplomacy check convinces him that Iggwilv actually does need to hear what they have to say. If the PCs mention that Charon brought them here, grant them a +10 bonus on the Diplomacy check. Alternatively, Landerbold accepts bribes of any magical item worth at least 10,000 gp to arrange a meeting with his Mistress. Once the PCs convince him, he sighs in defeat before speaking again.

"All is well. I assure you my mistress can meet with you. She'll understand about the bloodshed. It was overdue—those fools needed a lesson in humility. Gather at the top of the manor stairs in your best finery in an hour. If you lack any fine garments, work up a glamour or something—Her Excellency has discerning tastes, and shabby vagabonds rarely recieve her help."

"Oh, and one more thing. Keep your wands and weapons sheathed in Her Excellency's presence. She keeps demon lords as pets. She'll have no problem crushing you if you try anything stupid. If you're assassins, you're incredibly foolish, and I look forward to seeing your deaths."

Ad Hoc Experience Award: Once the PCs finally secure an audience with Iggwilv, award them a CR 18 experience award.

Audience With Iggwilv (EL 30)

Once the PCs are ready, Landerbold meets them as promised at the top of the manor stairs in the main hall. He leads them through a doorway carved with runes on top of runes. The room beyond has a domed golden ceiling and three windows that look out on three different

Iggwilv

landscapes: one is a view of the River Styx, one is a view of a gray and wind-swept city of demons, and the third is a lush tropical island—perhaps the Isle of Dread.

Sitting at the center of the room in another floating leather chair, and surrounded by floating books and disembodied whispers is a woman with black hair and bright eyes. A leering quasit perches protectively atop the chair's high back just over the woman's head. Landerbold bows deeply, then steps into the shadows along the room's walls.

For a minute, Iggwilv ignores the PCs completely, then she pushes one of the floating books aside and mutters an incantation in something that sounds a bit like Abyssal, or perhaps something older (obyrith-inflected Ancient Abyssal). She waves the PCs closer, and her chair descends until it's floating only an inch off the ground. As the PCs gather around her, Iggwilv speaks.

"You seek my aid. What is it that vexes you so that you would risk death in securing my assistance?"

Iggwilv's initial attitude is unfriendly. Whoever responds to her question must make a Diplomacy check after stating his case. He gains a +2 bonus on this check if he addresses Iggwilv in Abyssal. By displaying his knowledge of both magic and the planes by making a DC 35 Knowledge (arcana) and Knowledge (the planes) checks, a character can gain another +4 bonus on this check. Shameless flattery tempered with knowledge of Iggwilv's accomplishments, (a DC 35 Knowledge [history] check) grants another +4 bonus. A gift of a magic item grants a +1 bonus per 5,000 gp value of the item offered. Finally, if the PCs present her with a copy of the *Demonomicon* (such as the one they might have recovered in "Wells of Darkness"), they gain a +20 bonus on the check.

In order to secure Iggwilv's aid, the PCs must adjust her attitude to at least friendly with a DC 25 Diplomacy check. If they fail to do so, Iggwilv impatiently sends them away—their opportunity to draw upon her lore and aid has vanished. Barring extremely miraculous developments (such as a PC successfully affecting Iggwilv with a *charm person* spell), the PCs must continue to build their army without her assistance, a difficult task indeed. Intimidate is useless against Iggwilv, if only because her *mind blank* renders her immune to fear.

Once made friendly, Iggwilv smiles, an expression at once both seductive and terrifying. She bids the PCs sit in nearby chairs, then asks them to recount, in detail, the events that led them to this point. Once they're done, Iggwilv nods, then speaks.

"You are either very brave, or very foolish. In either case, I sense the capacity for greatness in each of you. Had we met in a different time or under different circumstances, I would take action against you, crush you to paste and destroy all you hold dear before you could approach a point where you might be able to someday hurt me. That day may yet come, I suppose. Yet it is not today. I will help you, but know that opposing the Prince of Demons is not an idle choice. It is a choice that changes your life, your very existence, for what comes after. Things will never be the same for you. For me as well, I suspect. And so, while I will aid you, each of you owes me. I shall collect upon this debt at some point in the future, in a manner of my choosing, and if you refuse to honor our bargain, rest assured I'll enjoy extracting my price from your dying souls." She smiles sweetly, waves a hand, and tall glasses of fine wine appear in your hands. "Now, let us begin."

With another wave of her hand, Iggwilv conjures up a low table, a chessboard of bone and obsidian inlaid in its surface. The white pieces are carved in the likenesses of each of the PCs and their current allies, such as Lavinia and Harliss. The black pieces represent not just foes, but possible allies among the planes. Astute PCs may quickly note that none of the pieces are representations of Iggwilv; if they comment on this, she just smiles and says, "Come now... I'm no pawn to be played with!"

One by one, Iggwilv picks up each of the black chess pieces and speaks to the PCs.

Charon: "I see that you've already begun. Charon holds fresh rage for Demogorgon, and his position in the alliance is already secure. Well done." She places Charon's figure back on the chessboard on a white square, and as she does, the piece turns white as well.

Graz'zt: "Ahhh, dear old Graz'zt. My Dark Prince. Only one in the Abyss detests Demogorgon as much as he, but unfortunately, Graz'zt is... embroiled, I suppose is the word... elsewhere, with a certain Queen of Spiders. Not that he'd be able to set aside his paranoia and ego long enough to join in any alliance he hasn't spearheaded. I'm afraid you'll find no aid here." She drops Graz'zt's piece down onto her lap with a smile.

Orcus: "Here, however, you'll find a kindred spirit. Orcus has had his share of troubles of late, and I dare say he may be open to the possibility of an alliance. Be warned, though. He does enjoy violence."

Wrath of the Witch Queen

As presented in this adventure, Iggwilv is relatively friendly and even helpful to the PCs once they finally reach her (and assuming they impress her with their request for aid). This may strike some readers as incongruous, given Iggwilv's villainous history—she has, after all, ruled nations as a tyrant, aided in flooding demons into the Material Plane, and manipulated world events from behind the scenes for her own gain. Make no mistake—Iggwilv is evil.

Yet she also sees in the situation a chance to gain not only a powerful magic item (she claims the *Iron Flask of Tuerny the Merciless* as her own in the next adventure, once it has served the PCs' purpose), but to help shape the future of the Abyss itself by aiding the PCs. Exact details of Iggwilv's plans for the Abyss are presented in next issue's "Prince of Demons."

In the meantime, if the PCs don't treat Iggwilv with the proper fear and respect you think she deserves, feel free to give them a taste of some of Iggwilv's power to put them in their place. She'll probably stop at killing the entire party for the offensive acts of one PC, but she certainly has no qualms about murdering those whom annoy her.

Lover's Call
Conjuration (Calling) [Evil]
Spellcraft DC: 74
Components: XP
Casting Time: 1 standard action
Range: 75 ft.
Target: One aspect of Graz'zt
Duration: 1 hour (D)
Saving Throw: Will negates
Spell Resistance: Yes
To Develop: 648,000 gp; 13 days; 25,920 XP. Seed: *summon* (DC 14). Factors: summon CR 22 creature (+40 DC), 1-action casting time (+20 DC), no verbal component (+2 DC), no somatic component (+2 DC), increase duration by 100% (five times, +10 DC), increase saving throw DC by +8 (+16 DC). Mitigating factors: burn 3,000 XP (–30 DC).

This spell allows Iggwilv to reach out across the planes and extract a portion of Graz'zt's demonic essence, forcing an aspect of the Dark Prince to appear before her to follow her orders. This is a CR 22 aspect with statistics identical to those given on page 65 of *Fiendish Codex I*. Iggwilv must beat the aspect's SR of 33 in order to cast this spell (normally an automatic success for her), and the aspect can resist being summoned if it makes a DC 40 Will save (normally only possible with a natural 20).

XP Cost: 3,000 XP.

She sets his piece down on a white square and it turns white as well.

Gwynharwyf: "This one you'll have no problems gaining aid from, but you might find it difficult reaching her. And even then, her lover Morwel keeps her on a short leash in matters relating to Demogorgon. There was, shall we say, an incident several centuries ago. But do a few favors and she'll be all yours." She sets Gwynharwyf down on a white square.

Malcanthet: "You may not realize it, but this vile slut's been in the game for quite some time already. Longer than any of the others apart from Demogorgon, in fact. Longer than you, in any event. But she'll play hard to get. She might not be willing to donate an army, but I'm certain she'll be willing to part with some of her charms if you ask really nicely." She sets Malcanthet down on a white square.

Obox-ob: "I mentioned before that only one can match Graz'zt in his hatred of Demogorgon. This would be the one. Obox-ob ruled here once, long ago. Before even I was a sparkle in the eye of the cosmos. He wants to rule here again, and while none of us particularly want that, he has his uses. He can't be reasoned with, but he can be trusted to act upon his hatred. You'll just need to determine a way to get him to where he'll do the most damage." She sets Obox-ob down on a white square.

Bagromar: "This one you may not recognize, but he serves close to Demogorgon. One of the twin generals of his armies, in fact. I don't expect you'd be able to defeat him, but I've heard some most delicious rumors that he's a bit dissatisfied with his lot of late—a spot of jealousy about his twin brother Tetradarian, I suspect. And where there's dissatisfaction, there can be dissent. I'm not sure how you can use that to your advantage, but you secured this audience with me, which tells me that you're smooth talkers and resourceful, if nothing else." She sets Bagromar down on a white square.

Demogorgon: At the end of her speech, Demogorgon remains the only black piece on the board. Iggwilv picks him up, turns the piece over in her hand as she studies it, then sets it back down on a black square surrounded by the white figures. An eyebrow arches, and with a delicate finger she tips him over. "Simple, no?"

IGGWILV **CR 30**
Female human wizard 26/archmage 4
CE Medium humanoid
Init +8; **Senses** *arcane sight*, darkvision 60 ft., *see invisibility*; Listen +1, Spot +1
Languages Abyssal, Celestial, Common, Draconic, Infernal; *read magic, tongues*

AC 53, touch 28, flat-footed 47
hp 344 (359 with *false life*, 30 HD); **DR** 15/good and cold iron
Immune electricity, mind-affecting effects, movement-impeding effects, poison
Resist acid 10, cold 10, fire 10; **SR** 36
Fort +25, **Ref** +24, **Will** +25; evasion

Spd 60 ft., fly 40 ft. (average)
Melee *staff of power* +20/+15/+10 (1d6+5)
Ranged arcane fire +21 touch (4d6 +1d6 per level of spell sacrificed)
Base Atk +15; **Grp** +15
Combat Gear *staff of power* (32 charges), *greater rod of quicken metamagic*
Spells Prepared (CL 32nd, +21 ranged touch)
Epic—*contingent resurrection* (already cast), *epic mage armor* (already cast), *lover's call*
10th—quickened *greater dispel magic*, extended *shapechange*, extended *time stop*
9th—*gate*, *imprisonment* (DC 33), *wish* (2)
8th—*binding* (DC 32), *horrid wilting* (DC 33), *maze*, *mind blank* (already cast), quickened *stoneskin*, *trap the soul* (DC 33)
7th—*banishment* (DC 31), quickened *dispel magic*, *finger of death* (DC 32), *forcecage*, *greater scrying*, *project image*
6th—*chain lightning* (DC 30), *disintegrate* (DC 30), *flesh to stone* (DC 30), *greater dispel magic* (2), *mislead*, *planar binding*, quickened *resist energy* (2), *repulsion* (DC30), *true seeing*, extended *wall of force* (2)
5th—*dismissal* (DC 29), *overland flight* (already cast), *sending*, *telekinesis* (DC 29)
4th—*charm monster* (DC 28), *dimensional anchor*, *Evard's black tentacles*, *fear* (DC 29), *greater invisibility*, *minor creation*
3rd—*dispel magic*, *displacement*, *fly*, *greater magic weapon* (already cast), *magic circle against chaos*, *protection from energy*, *stinking cloud* (DC 28)
2nd—*blindness/deafness* (DC 27), *false life* (already cast), *glitterdust* (2, DC 27), *invisibility*, *mirror image*, *Tasha's hideous laughter* (DC 25), *web* (DC 27)
1st—*grease* (DC 26), *magic missile* (4), *shield*, *true strike* (2)
0—*mage hand*, *mending*, *prestidigitation* (2)
Spell-Like Abilities (CL 32nd)
2/day—quickened *greater teleport*, quickened *limited wish*

Abilities Str 10, Dex 22, Con 24, Int 38, Wis 12, Cha 28
SQ *contingency*, *contingent resurrection*, high arcana, Lilitu's gift, permanent spells, *scry on familiar* 1/day
Feats Automatic Quicken Spell, Craft Construct, Craft Epic Wondrous Item, Craft Magic Arms and Armor, Craft Wondrous Item, Dark Speech, Demon Mastery, Epic Skill Focus (Spellcraft), Epic Spellcasting, Extend Spell, Forge Ring, Improved Familiar, Improved

Spell Capacity (2), Quicken Spell, Scribe Scroll, Skill Focus (Spellcraft), Spell Focus (conjuration, necromancy)

Skills Balance +26, Climb +20, Concentration +40, Diplomacy +12, Intimidate +22, Jump +20, Knowledge (arcana) +47, Knowledge (architecture and engineering) +21, Knowledge (dungeoneering) +27, Knowledge (geography) +27, Knowledge (history) +47, Knowledge (local) +30, Knowledge (nature) +21, Knowledge (nobility and royalty) +27, Knowledge (religion) +37, Knowledge (the planes) +47, Sense Motive +22, Spellcraft +64

Possessions combat gear, *amulet of natural armor +5, belt of battle, boots of swiftness, bracers of health +6, Cloak of the Witch Queen, dusty rose ioun stone +5, gloves of storing* (2), *pale green ioun stone, ring of djinni calling* (does not use a ring slot), *ring of epic wizardry VI, ring of freedom of movement* (does not use a ring slot), *ring of protection +5, robe of the Abyss*, 1,000 gp in diamond dust for *stoneskin* spells, *true seeing* ointment (4 doses), 3,000 gp in ruby dust for *forcecage* spells, star sapphire worth 22,000 gp (for *trap the soul*), jade circlet worth 3,000 gp (for *shapechange*)

Lilitu's Gift (Su) Iggwilv has secured the cooperation of a lilitu demon named Tsatchti, and bears her name as a tattoo-like mark on her right shoulder. This gift grants Iggwilv a +2 profane bonus to her Charisma and a +2 profane bonus on her saving throws and can be removed by a *dispel chaos* spell. Iggwilv's weapons are treated as being chaotic for the purposes of bypassing damage reduction.

Contingency If Iggwilv is ever petrified, a *stone to flesh* spell affects her.

Dark Speech Iggwilv can use this forbidden language to achieve four effects, as follows:

Dread: When Iggwilv uses Dark Speech in this manner, she takes 1d4 points of Charisma damage. Every other creature within 30 feet must make a DC 34 Will save. Evil creatures who fail this save cower in fear for 1d10 rounds if they're 4th-level or lower, are charmed (as *charm monster*) for 1d10 rounds if they're 5th–10th-level, and 11th-level or higher evil creatures are impressed (granting Iggwilv a +2 competence bonus on attempts to change their attitude). Non-evil creatures who fail this save are shaken for 1d10 rounds and must flee from Iggwilv until she's out of sight if they're 4th-level or lower, are shaken for 1d10 rounds if they're 5th–10th-level, or are filled with loathing for Iggwilv if they're 11th-level or higher.

Power: Iggwilv takes 1d4 points of Charisma damage by incorperating the Dark Speech into the verbal component of a spell, increasing its effective caster level by 1. By using it while creating an evil magic item, she increases its caster level by 1 without increasing its cost.

Corruption: As a full-round action, Iggwilv can use Dark Speech to reduce an inanimate object's Hardness by half. She can use this ability only once per object.

Dark Unity: Iggwilv can establish a hive mind in any swarm of vermin or animals with an Intelligence score of 2 or lower, and can then give the swarm one *suggestion* (CL 30th). Using Dark Speech in this way deals 1d4 points of Constitution damage to Iggwilv.

Epic Spells Iggwilv's epic spells are detailed in full in the *Epic Level Handbook*, but they are also available online as part of the SRD. The effects of two of these spells are detailed below; the third, *lover's call*, is detailed on page 50.

Contingent Resurrection: This spell takes up an epic spell slot until it is triggered upon Iggwilv's death. One minute after her death, she is restored to life at full hit points, vigor, and health (retaining all her prepared spells), but loses one level.

Epic Mage Armor: This spell functions like *mage armor*, but grants a +20 armor bonus.

Experience Points Iggwilv has 27,000 experience points to use for casting spells like *gate* and *wish*.

Feats Automatic Quicken Spell (*Complete Arcane* 191) allows Iggwilv to cast all 0 and 1st-level spells as quickened spells without using higher-level spell slots. Craft Epic Wondrous Item (*Epic Level Handbook* 52) allows Iggwilv to create epic wondrous items. Dark Speech (*Fiendish Codex I* 85) allows Iggwilv to use the Dark Speech as detailed above. Demon Mastery (*Fiendish Codex I* 85) grants Iggwilv a +2 bonus on Charisma checks made to resolve the effects of *planar binding* and similar spells, and increases her caster level by 1, when she uses a spell to summon demons. Epic Skill Focus (*Complete Adventurer* 191) grants Iggwilv a +10 bonus on all Spellcraft checks. Epic Spellcasting (*Epic Level Handbook* 55) allows Iggwilv to develop and cast epic spells; she can prepare 3 epic spells a day.

High Arcana Iggwilv's archmage levels grant her the high arcana of arcane fire, spell power, and her two spell-like abilities.

Inherent Bonuses Iggwilv has a +4 inherent bonus to her Dexterity, Wisdom, and Charisma, and a +5 inherent bonus to her Constitution and Intelligence.

Permanent Spells Iggwilv has the following permanent spell effects on herself: *arcane sight, darkvision, read magic, see invisibility*, and *tongues*.

Iggwilv's Items

Several of Iggwilv's magic items are epic, artifacts, or unusual in nature. Since it's unlikely that the PCs will ever get their hands on them, their effects are presented here in abbreviated format.

Belt of Battle **(*Magic Item Compendium* 73)**: +2 on initiative checks. 3 daily charges; one charge grants 1 move action, 2 grant one standard action, 3 grant one full-round action. CL 13th.

Boots of Swiftness **(*Epic Level Handbook* 145)**: +6 enhancement to Dexterity. Doubles wearer's speed. Grants evasion. +20 competence bonus on Balance, Climb, Jump, and Tumble checks. 3/day *haste*. CL 20th.

Cloak of the Witch Queen **(major artifact)**: +8 enhancement to Intelligence. +6 enhancement to Charisma. Grants SR 36. +5 resistance bonus on all saving throws. Allows wearer to *plane shift* at will, as per an *amulet of the planes*. CL 30th.

Ring of Epic Wizardry VI **(*Epic Level Handbook* 136)**: As *ring of wizardry*, but doubles 6th level spells. CL 26th.

Robe of the Abyss **(minor artifact)**: Grants DR 15/good and cold iron. Grants immunity to electricity and poison. Grants acid, cold, and fire resistance 20. CL 30th.

BLACK COMET **CR —**

Male quasit

CE Tiny outsider (chaotic, extraplanar, evil)

Monster Manual 46

Handout 2

"Lord of Undeath, Sovereign of Thanatos, Keeper of Everlost, Master of the Last Word, Mighty Orcus!

Please send the fools who bear this missive into your arena—I give them to you for your entertainment. But if they survive your death giants and that filthy crawling head, do not intercede. Instead, send them back to me. They might aid us against a mutual enemy. In this event, I shall contact you with the particulars when the time to strike nears."

Init +7; **Senses** darkvision 50 ft.; Listen +6, Spot +6
Languages Abyssal, Common

AC 31, touch 15, flat-footed 28
hp 172 (30 HD); fast healing 2; **DR** 5/cold iron or good
Immune poison
Resist fire 10; **SR** 35
Fort +11, **Ref** +14, **Will** +18; improved evasion

Spd 20 ft., fly 50 ft. (perfect)
Melee 2 claws +20 (1d3–1 plus poison) and bite +15 (1d4–1)
Space 2–1/2 ft.; **Reach** 0 ft.
Base Atk +15; **Grp** +6
Special Actions deliver touch spells
Spell-Like Abilities (CL 6th)
At will—*detect good*, *detect magic*, *invisibility* (self only)
1/day—*cause fear* (30-foot radius, DC 11), *maze* (CL 32nd)
1/week—*commune* (CL 12th, 6 questions)

Abilities Str 8, Dex 17, Con 10, Int 18, Wis 12, Cha 10
SQ alternate form (bat, cat), empathic link, share spells
Feats Improved Initiative, Weapon Finesse
Skills Bluff +6, Diplomacy +2, Hide +17, Knowledge (the planes) +45, Listen +7, Move Silently +9, Search +6, Spellcraft +52, Spot +6

PART TWO: THANATOS

Orcus is the demon lord most likely to respond quickly to requests to organize an offensive against Demogorgon and can be counted upon to rally his armies in weeks or a month, rather than the usual years it takes most demonic plots to get underway. Yet the Prince of Undead must still be convinced that the time is right.

Before the PCs head to Thanatos, Iggwilv hands one an envelope bearing her seal—a letter of introduction to Orcus. "Read it if you wish," she says. "I'm too old to bother keeping idle secrets from whelps like you." The letter is reproduced here as Handout #2.

A DC 25 Knowledge (the planes) check reveals that Orcus's realm is the 127th layer of the Abyss: Thanatos. The River Styx passes through this realm, so the PCs can sail the *Sea Wyvern* there in relative safety. Orcus himself dwells in his palace Everlost, deep in the sprawling desert of bone meal called Oblivion's End. The closest point of "civilization" to Everlost via the Styx is the city of Lachrymosa. As elsewhere, Charon's blessing protects those on board the *Sea Wyvern* from the hostile effects of Thanatos and its evil inhabitants.

Thanatos

Ash-gray clouds fill the cold black skies of Thanatos, the Belly of Death, where daylight never intrudes. The layer's immense, melancholic moon changes phases at random when covered by clouds, making time difficult to measure. A handful of cities crouch upon the layer's vast tundra, havens for the mortal and immortal cultists who seek to emulate the life of their demonic patron.

Due to the layer's minor negative-dominant trait, all living mortals on Thanatos take 1d6 points of damage per round. *Death ward* and similar spells negate the damage for their duration. Mortal creatures that die upon Thanatos rise as undead (usually zombies) 1 hour after death. Chaotic evil mortals instead become manes, dretches, or rutterkin. This process can be halted by *raise dead* or *limited wish* and can be reversed by *resurrection*, *shapechange*, *miracle*, or *wish*. Undead on the layer receive fast healing 3.

Because of the thin air, all breathing creatures must also make DC 18 Fortitude saves each hour or become fatigued. Fatigued characters must make the same save every hour or become exhausted. Characters who become exhausted on Thanatos immediately begin to suffocate (*Dungeon Master's Guide* 304). Creatures on board the *Sea Wyvern* need not fear the negative energy damage or the thin air, as Charon's blessing protects them as long as they remain on the Styx.

Very few plants grow on Thanatos. Mortals wishing to eat are limited to a few indigenous mosses, molds, and fungi, and even these grow only in relatively temperate locales such as Lachrymosa or Orcusgate.

Good-aligned visitors stand little chance of survival on Thanatos without the assistance of the Dustmen, members of a shattered faction who eke out a grim existence here after having been exiled from the city of Sigil. They live in the otherwise abandoned city of Vadrian, but have outposts in all the cities of Thanatos. The Dustmen offer their services as guides for the right price (about 4,000 gp per person—and haggling drives it up). The native undead usually ignore anyone accompanied by

Dustman. Not so the mortal Skull Lords and the immortal fiends, who often seek out parties led by Dustmen guides lest anyone get the impression that it is easy to survive in the Abyss.

Outside the cities, hordes of undead—thousands of them—rove across the land in search of flesh. The strong and ambitious among Orcus's thralls dominate and command these armies, leading them on invasions of the Material Plane and the layers of rival Demon Princes such as Graz'zt and Demogorgon.

Further details on Thanatos can be found on pages 127–132 of the *Fiendish Codex I*.

Everlost (EL 22)

Beyond the Final Hills sprawls a desert of bone meal called Oblivion's End. Howling windstorms scream with the cries of lost incorporeal undead, forever bound to this desolate wasteland. At the center stands the massive fortress city of Everlost, a towering structure built from countless bones retrieved from the Demon Prince's Material Plane conquests.

Everlost is and has ever been the seat of Orcus's power on Thanatos, although the hideous demon lord can manifest himself from place to place throughout the layer at will. Here Orcus issues decrees to his cult and enemies, pronouncing death sentences that soon reach the ears of his debased followers all over the multiverse. The Prince of Undeath is unconcerned with details, preferring to let his underlings worry about how to enact his grand designs.

The party can teleport through much of the city, though it's unlikely they know their destinations well before their first visit. If they gather information or just walk in rather than teleporting from Lachrymosa, they quickly meet some of the fortress residents. Most of the inhabitants are intelligent undead, with a few demons and bodaks for variety. The majority ignore the PCs, but the vampires are a notable exception, as they often promise valuable goods (such as "protective amulets for the living" and "maps of the palace of the Risen Grave"). In return, they expect to be paid in 1d4 points of Constitution (called "pints"), drained from the buyer's neck. Of course, the amulets and maps are worthless, they are just a way of shaking down any breathing visitor in town who resists their charms.

Creatures: Just getting into the Halls of Everlost's throne room is difficult for most living creatures: demons and undead are allowed in, grudgingly, but others must show good cause to the two balors who guard the rusted iron doors leading inside. The courtyard in which they stand guard smells strangely of vinegar. The balors wear black adamantine armbands that grant them immunity to negative energy and death effects. Around their knees clamor a dozen veiled bodak minions who keep a line of vampires, death giants, and demons in order. The servants check names in a large book with thick wet pages made of human skin. As the PCs arrive, one of the bodaks finds something in the book that causes it to cry out in a bone-rattling shriek. It points at one of the vampires, and a blast of sunlight arches down from one of the tower spires above. An instant later, the line is one position shorter.

With Iggwilv's letter, the PCs can approach the balors and are let through to speak to Lord Orcus. If not, the balors stare at the PCs with amused expressions and say, "Is there going to be a problem? We've been here almost a week without a problem. Come back when you're ghosts." Attacking the balors causes panic; the creatures in line flee, while the bodaks lift their veils and join the fight. If the balors and bodaks are defeated, the PCs have 1d10 minutes to enter the hall and plead their case to Orcus before the lord's army of liches, vampires, and demons arrives to put them down.

Balors (2): hp 290 each; *Monster Manual* 40.

Bodaks (12): hp 58 each; *Monster Manual* 28.

Halls of the Risen Grave (EL 20 or 22)

Assuming the PCs present Iggwilv's letter, the two balors tug at the iron gates, which screech and groan as they open. On the other side is a short tunnel that leads to the center of the palace; the dome inside is the interior of a truly gargantuan skull, held up by curving pillars of bone that look like ribs. At the center looms a pile of skulls, and atop that rests a throne of black stone inlaid with mithral. Sitting on the throne is the enormous demon prince, his eyes burning with a mix of curiosity and contempt as they watch the PCs approach. Around him flutter varrangoins and vampires clutching various papers, half a dozen specters whispering in his twitching ears, and three gaunt ghoul lords attempting to demonstrate some form of necromantic device for his amusement. The Prince of Undeath waves a skull-tipped wand, and the undead courtiers retreat as if pushed violently away. Strange black tendrils writhe from the black throne, all of them hissing and pointing at the PCs.

Orcus waves for them to come closer and coughs like thunder.

Approaching the throne is very difficult for living creatures. The throne is a negative energy conduit, so in addition to the normal negative energy of the plane of Thanatos, the throne forces every creature (other than Orcus) within 60 feet of it to make a DC 26 Fortitude save or take 1d6 Strength damage. It also has a divinatory power: leaping shadows and tendrils of pure negative energy whip around the throne, pointing out living creatures as if they were flowers seeking the rays of the sun.

The closer a living creature comes to the throne, the more it feels pressed down by an unseen weight, pushing it to its knees. This is bearable until about 60 feet fron the skulls, at which point standing requires a DC 15 Strength check each round. Failure means the character is pushed to his knees and may only advance or retreat by crawling.

Orcus would love to assault Demogorgon, but he fears this might just be an elaborate trap. Once the PCs make their pitch to him, have them attempt a DC 50 Diplomacy check, with a +10 bonus if they had a letter of introduction from Iggwilv. If they succeed, Orcus shakes his ramlike head and taps his black wand against the throne's leaping black fire. "You are not impressing me. How can you expect to do the same to

that blighted ape Demogorgon? Your chances are slim. Can you fight as well as you claim? Do you have any other allies? Why should I risk my perfected legions? No, I need a little proof. One of your champions against one of mine." He waves his skull-topped wand, and the air in his throne seems to grow even colder. Suddenly, a black-skinned giant, both bald and surrounded by a vortex of howling ghosts, stands beside Orcus's throne. "This is my champion. Who is yours? Choose quickly!"

If the party fails the Diplomacy check, things go much, much worse for them, as they can gain Orcus's attention only in a much tougher arena combat. In that case, Orcus shakes his ramlike head as he laughs, and maggots tumble from his fur onto the floor all around him. He points his skull-topped wand at the PCs and says, "You think you are clever, but talk cannot stop Demogorgon's armies. If you want my endless legions, you must defeat two of my personal guards and one of my favorite executioners with one of your own. He waves his wand, and suddenly two death giants and a crawling head manifest nearby.

Creatures: Allow the PCs a few minutes to decide which of them will face battle for Orcus's amusement. Before the battle begins, the PCs may outfit their chosen champion with any gear they have, and may cast any number of preparatory spells upon him, but once the battle is underway, they cannot intervene without angering Orcus and drawing him into the battle as well.

When the PCs have chosen, Orcus sizes up their champion and chortles in glee. He waves his wand again, and the occupants of his throne room are transported to his arena. Orcus takes his seat at one end, inviting the non-champion PCs to sit at his feet while the battle begins.

If the PCs made their check, the champion faces one fiendish death giant. If they failed the check, the champion faces two fiendish death giants and a crawling head. Death giants are towering black-skinned menaces with pointed ears, fangs, and a nimbus of howling ghosts. Crawling heads are created from the severed heads of giants and feed upon the heads of smaller prey.

LESTRA AND ORBENET **CR 18**

Female fiendish death giant
CE Huge giant
Monster Manual III 54, *Monster Manual* 107
Init +8; **Senses** darkvision 60 ft., low-light vision; Listen +10, Spot +10
Aura steal soul
Languages Common, Giant

AC 38, touch 10, flat-footed 37
hp 218 (23 HD) **DR** 10/magic
Immune energy drain, fear
Resist cold 10, fire 10 **SR** 25
Fort +25, **Ref** +15, **Will** +19

Spd 35 ft. (50 ft. base speed)
Melee +3 *unholy greataxe* +31/+26/+21/+16 (4d6+21/19–20/×3) and bite +23 (2d6+6)
Ranged rock +18/+13/+8/+3 (2d8+12)
Space 15 ft.; **Reach** 15 ft.
Base Atk +17; **Grp** +37
Atk Options Point Blank Shot, Precise Shot, smite good 1/day (+20 damage)
Special Actions frightful keening, rock throwing
Spell-Like Abilities (CL 16th, +27 melee touch)
3/day—*greater dispel magic*, *inflict critical wounds* (DC 21), *unholy blight* (DC 21)
1/day—*flame strike* (DC 22)

Abilities Str 34, Dex 13, Con 21, Int 12, Wis 20, Cha 25
SQ guardian souls, rock catching, sold soul, soul healing
Feats Demonic Skin, Improved Critical (greataxe), Point Blank Shot, Precise Shot, Precognitive Visions, Primordial Scion, Quick Draw, Vestigial Wings

Skills Concentration +19, Escape Artist –1, Intimidate +15, Jump +24, Knowledge (arcana) +14, Knowledge (history) +12, Knowledge (religion) +19, Listen +10, Spellcraft +16, Spot +10, Survival +6, Swim +10

Possessions *+4 banded mail, +3 unholy greataxe*

Frightful Keening (Su) As a standard action, a death giant can command the guardian souls that waft around its body to wail in frightful anguish. Living creatures within 100 feet that hear this keening must make a DC 30 Will save. Success means the creature is shaken until it can no longer hear the keening or moves out of range. Failure means the creature is panicked while it hears the keening and is within range, and is shaken for 24 hours thereafter. Ending the keening is also a standard action. This is a sonic, mind-affecting fear ability. The save DC is Charisma-based.

Guardian Souls (Su) Each death giant is surround by a swirling cloud of intangible spirits. These spirits provide warnings and protection, granting the creature a bonus on initiative rolls, saves, Listen checks, and Spot checks equal to its Charisma modifier. A successful turning attempt can quell these spirits for a time. If the turning attempt would turn or rebuke an undead with HD equal to the giant's, the guardian souls vanish for 1d10 rounds and the giants loses their benefit, as well as their frightful keening, soul healing, and steal soul abilities until they return.

Rock Catching (Ex) Once per round, a death giant that would be hit by a rock or similar projectile can make a Reflex save to catch it as a free action. The DC is 15 for a Small rock, 20 for Medium, and 25 for a Large one.

Rock Throwing (Ex) Death giants are skilled rock throwers and gain a +1 racial bonus on attack rolls with thrown rocks (range increment 120 feet).

Sold Soul (Su) A death giant cannot be raised, resurrected, or reincarnated.

Soul Healing (Su) When a death giant is protected by its guardian souls, hit point damage due to negative energy (such as from an *inflict* spell) heals rather than harms the giant. They are healed by positive energy (*cure* spells) normally.

Steal Soul (Su) Any living creature with 10 or fewer hp within 15 feet of a death giant must make a DC 30 Fortitude save each round or die instantly. This is a death effect, and the save DC is Charisma-based. Any creature that dies within 15 feet for a death giant has its spirit sucked up into the swirling guardian souls that protect it. Such creatures cannot be brought back to life as long as the death giant lives. If a living death giant is within 15 feet of a death giant that dies, the souls are not released and are instead transferred to the nearby death giant. Under extraordinary circumstances, a death giant may deliberately release a soul it has captured.

Feats Four of the feats possessed by these death giants are known as Abyssal heritor feats—manifestations of dormant demonic heritage. These feats are from *Fiendish Codex I*. Demonic Skin improves the giant's natural armor bonus by 4, but imparts a –2 penalty on Escape Artist checks. Precognitive Visions grants the giant a +1 insight bonus to its Armor Class and attack rolls, but also causes distracting mental hallucinations that impart a –2 penalty on Spot checks. Primordial Scion infuses the giant's natural weapons and any weapons it wields with chaos—these weapons are treated as chaotic-aligned for the purposes of overcoming damage reduction, and deal an additional 2d6 points of damage to lawful creatures struck, but the chaotic whispers in the giant's head incur a –2 penalty on Listen checks. Vestigal Wings grant the giant a +12 bonus on Jump checks and can be used to control a fall so that it lands without taking damage, but they complicate swimming and impart a –2 penalty on Swim checks.

LERTYCK TRUMBEL **CR 20**

Male crawling head

CE Huge undead

Fiend Folio 35

Init +6; **Senses** darkvision 60 ft., true seeing; Listen +4, Spot +35

Aura cacophony (60 ft., DC 24)

Languages Common, Giant

AC 12, touch 8, flat-footed 12

hp 182 (28 HD); **DR** 20/magic and piercing

Immune electricity, sonic, undead traits

SR 31

Fort +9, **Ref** +7, **Will** +20

Weakness water vulnerability

Spd 20 ft., climb 20 ft.

Melee bite +23 (2d6+10/19–20) and 4 tentacles +17 (1d8+5)

Space 15 ft.; **Reach** 10 ft.

Base Atk +14; **Grp** +32

Atk Options Cleave, Combat Expertise, Great Cleave, Improved Disarm, Improved Trip, Power Attack, constrict 1d8+5, improved grab (tentacle), vorpal bite

Special Actions absorb head

Spell-Like Abilities (CL 20th)

At will—*animate dead, control undead* (DC 19), *death knell* (DC 19), *fear* (DC 21), *gentle repose, inflict serious wounds* (DC 20), *shield, speak with dead*

3/day—*create greater undead, create undead, finger of death* (DC 24), *wail of the banshee* (DC 26)

Abilities Str 30, Dex 7, Con —, Int 20, Wis 19, Cha 25

Feats Cleave, Combat Expertise, Great Cleave, Improved Critical (bite), Improved Disarm, Improved Initiative, Improved Trip, Power Attack, Spell Penetration, Weapon Focus (bite)

Skills Climb +49, Concentration +38, Knowledge (arcana) +36, Knowledge (religion) +36, Search +36, Spellcraft +38, Spot +35, Use Magic Device +38

Absorb Head (Su) As a free action, a crawling head can swallow the head of a Large or smaller creature that it has beheaded with its bite attack. On the following round, this head becomes one of the several heads stored in the creature's body. A crawling head can store up to 20 heads (this is how many Lertyck Trumbel has when first encountered). It can absorb one of these heads once per round as a free action to quicken one of its spell-like abilities, to heal itself of 150 hit points, or to grant itself a +6 enhancement bonus for 1 hour to one of its ability scores.

Cacophony (Su) When a crawling head attacks, the heads stored in its body create a horrific cacophony of screams to a radius of 60 feet. If a crawling head has at least 10 heads stored, the sound strikes fear into nearby creatures, who must make a DC 24 Will save each round to avoid cowering in fear. This is a sonic, mind-affecting, fear effect.

Vorpal Bite (Ex) On a successful critical hit with its bite attack, a crawling head severs the victim's head from its body. Some creatures, such as golems and undead other than vampires, are not affected by the loss of their heads, but most creatures die when their heads are cut off.

Water Vulnerability (Ex) Water affects a crawling head in the same manner that acid affects most creatures. Water deals 1d6 points of damage to the head per round of exposure except in the case of total immersion, which deals 10d6 damage per round. An attack with water, such as from a hurled vial, counts as 1 round of exposure.

Death on the March

If the party's champion survives, Orcus remains cautious but is nonetheless impressed with the group's audacity and power. He chortles, then addresses the PCs:

"Your strength is great; you might have a chance. My armies will march against Gaping Maw, legions upon legions, sweeping the pretender's armies before them. I promise that. I hope that you do not find Demogorgon before I and my generals do; I will tear him in half and animate his divided corpse so that his two heads can grovel at the foot of my throne until they crumble to dust!

"You have slaughtered some of my favorite minions, but I forgive you. However, my armies will require weeks to mobilize and travel to Gaping Maw. Gather your other allies. If your plan fails, know that my followers will find your bones and bring them to me. If this is treachery, you will not survive it. Leave my kingdom now, before I change my mind. When you make your move against Demogorgon, I will be there to win your battle for you!"

ORCUS, PRINCE OF UNDEAD **CR 32**

CE Large outsider (chaotic, evil, tanar'ri)
Fiendish Codex I 73

Init +12; **Senses** darkvision 60 ft., true seeing; Listen +46, Spot +46

Aura undead command (120 ft.), *unholy aura* (spell-like ability always active)

Languages Abyssal, Common; telepathy 300 ft.

AC 55, touch 17, flat-footed 47 (–1 size, +8 Dex, +33 natural, +5 deflection)

hp 738 (36 HD); **DR** 20/cold iron, epic, and good

Immune ability drain, cold, critical hits, death effects, electricity, energy drain, mind-affecting effects, negative energy, paralysis, poison, sneak attacks

Resist acid 10, fire 10; **SR** 45

Fort +40, **Ref** +32, **Will** +31

Spd 30 ft., fly 40 ft. (average)

Melee* *Wand of Orcus* +42/+37/+32/+27 (2d6+36/19–20 plus 2d6 unholy plus 2d6 chaotic plus death) and
claw +33 (1d6+22) and
gore +33 (1d8+22) and
sting +33 (1d6+22 plus poison)

Space 10 ft.; **Reach** 10 ft.

Base Atk +36; **Grp** +55

Atk Options Cleave, Power Attack

Special Actions last word, *summon tanar'ri*, *summon undead*

Spells Prepared (CL 20th, +43 ranged touch)
9th (6/day)—*implosion* (DC 26), *imprisonment* (DC 26), *time stop*
8th (6/day)—*create greater undead*, *demand* (DC 25), *horrid wilting* (DC 27)
7th (7/day)—*destruction* (DC 26), *mass inflict serious wounds* (DC 26), *project image*
6th (7/day)—*antilife shell*, *create undead*, *permanent image* (DC 23)
5th (7/day)—*dismissal* (DC 22), *dispel good*, *slay living* (DC 24), *wall of force*
4th (7/day)—*bestow curse* (DC 23), *freedom of movement*, *greater invisibility*, *inflict critical wounds* (DC 23)
3rd (8/day)—*displacement*, *haste*, *inflict serious wounds* (DC 22), *vampiric touch*
2nd (8/day)—*blindness/deafness* (DC 21), *death knell* (DC 21), *ghoul touch* (DC 21), *inflict moderate wound* (DC 21), *spectral hand*
1st (8/day)—*deathwatch*, *inflict light wounds* (DC 20), *magic missile*, *ray of enfeeblement*, *shield*
0 (6/day)—*acid splash*, *arcane mark*, *detect magic*, *ghost sound* (DC 17), *inflict minor wounds* (DC 19), *mage hand*, *mending*, *prestidigitation*, *ray of frost*

Spell-Like Abilities (CL 25th, +43 ranged touch)
At will—*astral projection*, *blasphemy* (DC 25), *desecrate*, *detect good*, *detect law*, *enervation*, *greater dispel magic*, *greater teleport*, *plane shift* (DC 24), *shapechange*, *telekinesis* (DC 22), *unhallow*, *unholy aura* (DC 25), *unholy blight* (DC 21)
3/day—quickened *enervation*, *energy drain*, *finger of death* (DC 24), *harm* (DC 23), *symbol of death* (25)
1/day—*true resurrection*, *wail of the banshee* (DC 26)
*15-point Power Attack

Abilities Str 40, Dex 27, Con 42, Int 31, Wis 24, Cha 24

SQ negative energy affinity

Feats Cleave, Dark Speech, Fell Drain, Greater Spell Focus (necromancy), Hover, Improved Critical (heavy mace), Improved Initiative, Maximize Spell, Multiattack, Power Attack, Quicken Spell-Like Ability (*enervation*), Spell Focus (necromancy), Weapon Focus (heavy mace)

Skills Bluff +46, Climb +54, Concentration +55, Craft (alchemy) +49, Escape Artist +47, Forgery +49, Hide +43, Intimidate +50, Knowledge (arcana) +49, Knowledge (religion) +49, Knowledge (the planes) +49, Listen +46, Move Silently +47, Search +49, Sense Motive +46, Spellcraft +53, Spot +46, Use Magic Device +46

Aura of Undead Command (Su) All undead creatures feel a strange bond of attraction to Orcus. Before such a creature takes any hostile action against Orcus, it must attempt a DC 35 Will save. Failure indicates that the creature's action fails and is wasted. This aura extends to a radius of 120 feet. The save DC is Charisma-based.

Last Word (Su) During Orucs's time as Tenebrous, an undead demon, he knew a potent incantation called the Last Word. The pinnacle of destructive magic, a single syllable more potent than the entire lexicon of the Dark Speech, the Last Word could destroy gods. It was with this word that Tenebrous murdered such entities as Primus, Bwimb, and Manzicorian. After he became a living demon once again, Orcus lost the power to fully utilize the Last Word, yet he does retain a shadow of its horrific glory. Once per day, as a standard action, Orcus can use the Last Word against a single target that can hear his voice—actual distance is not a factor. The target of the Last Word must immediately make a DC 35 Will save or be destroyed. If the save is successful, Orcus must himself make this

saving throw to prevent the destructive power of the Last Word from turning back on him and destroying him. Although the chances of such a catastrophic turn of events are remote for Orcus, they are enough that he is generally loath to utter the Last Word except in times of dire need. The last word can affect any creature save a creature like a demon lord, archdevil, or deity—that level of power is now beyond Orcus's grasp. The save DC is Charisma-based.

Negative Energy Affinity (Ex) Orcus is healed by negative energy and harmed by positive energy as if he were an undead creature.

Poison (Ex) Sting—Injury, Fortitude DC 44, 2d6 Str/4d6 Str. The save DC is Constitution-based.

***Summon Tanar'ri* (Sp)** Once per day, Orcus can automatically summon 1d6 vrocks, 1d4 glabrezus, or 1 marilith. This ability functions as a 9th-level spell (CL 25th).

***Summon Undead* (Sp)** Once per day, Orcus can automatically summon 4d10 wights, 1d8 spectres, or 1d3 mohrgs. This ability functions as a 9th-level spell (CL 25th).

Feats The effects of Dark Speech are detailed in Iggwilv's stat block on page 50. Fell Drain (*Libris Mortis* 27) is a metamagic feat. Whenever a fell draining spell damages a living creature, it bestows a negative level on that creature. The negative level disappears after a number of hours equal to the caster level. Spells prepared as fell drain spells take up a spell slot two levels higher than the spell's actual level.

Spells Orcus casts spells as a 20th-level sorcerer and can also cast spells from the cleric list. These cleric spells are considered arcane spells for Orcus, meaning he does not need a divine focus to cast them.

Wand of Orcus Orcus' signature weapon is a *+6 unholy anarchic heavy mace*. If the wand touches any nonoutsider, or any outsider with less than 15 HD, the target must succeed on a DC 25 Fortitude save or be instantly slain. This is a necromantic death effect. The wand also confers a +5 deflection bonus to the Armor Class of its wielder.

Orcus

PART THREE: THE COURT OF STARS

When the Queen of Chaos and her obyrith army was defeated on the Fields of Pesh eons ago, the Abyss was left vulnerable. The eladrin host, led by Queen Morwel and her consorts Faerinaal and Gwynharwyf, led a brutal strike against the Abyss during this time in a nearly successful effort to expunge the obyrith taint from the multiverse. While they didn't get them all, the eladrin assault did ensure that the obyriths' time in the Abyss came to a close. In a strange, ironic way, Demogorgon has the eladrins to thank for his position of power today as Prince of Demons.

Yet despite this, there is no love lost between the eladrins and demonkind. Both paragons of chaos, their shared traits only serve to further focus their differences. Since that initial devastating raid, both demon hosts and eladrin hosts have made periodic assaults on the others' realm, never to any real end apart from ensuring the perpetuity of their hatred for one another. It was on one of these raids that Gwynharwyf was trapped in the Abyss for a time and suffered greatly as Demogorgon's prisoner until Morwel rescued her in a daring strike that cost the demon lord Ilsidahur, the

Howling King of the bar-lgrua, his right hand.

This information is far from common knowledge, but a DC 45 Knowledge (the planes) reveals it. Iggwilv knows the sordid tale, of course, and if she's been made helpful by the PCs, she relates it to them. Otherwise, she has little experience with eladrins—they're "too full of moonsparkle and unicorn giggles" for her taste. Yet she does know the location of a gate to the Court of Stars not far from one of the Styx's tributaries, where the river approaches some of the roots of Yggdrasil, the World Tree. Growing on the bank of the Styx in this secluded corner of Niflheim is a grove of lightning-struck oaks. By touching sprigs of mistletoe to the lightning scars, the PCs can transport themselves to the Court of Stars near the queen's domains.

A DC 25 Knowledge (the planes) check reveals that the Court of Stars is on the Olympian Glades of Arborea. The court itself is a demiplane that drifts about Arborea like an autumn leaf on a pool, shifting gracefully and effortlessly between Arborea's three layers. Queen Morwel controls who comes and goes from the court, and no matter what method the PCs use to travel there, they arrive at the same location. This demiplane resembles an autumnal sylvan forest under a starlit sky. Time does not pass here, so creatures living in the demiplane never age, hunger, or thirst. They do eat, drink, and sleep, but purely for enjoyment.

Proving One's Worth (EL 20)

When the PCs arrive in the Court of Stars, they find themselves in a titanic forest of trees as thick as houses, where even the squirrels are the size of dogs. Their arrival in this secluded demiplane has not gone unnoticed—a DC 20 Listen check reveals the fast-approaching sounds of what seems to be a hunting party, complete with barking dogs. Only 2d4 rounds later, a dozen enormous black hounds break out of the underbrush and swirl around the PCs, baying and sniffing and licking their hands. They seem friendly, though occasionally they growl.

This is a pack of moon dogs, outsiders that resemble wolf hounds but with a few strikingly human characteristics, including front paws with opposable digits. The moon dogs do not attack, but do circle and observe the PCs using *blessed sight*. If the party has any evil-aligned characters with them, the moon dogs bark and bay in anger but wait until their eladrin companions arrive in 1d4 rounds before attacking. If the party contains no evil members, the moon dogs merely keep a sharp eye on them, herding them roughly in the direction of the approaching eladrins.

A moment after the dogs pull away, a knight on a powerful white horse rides into the clearing, followed by two glowing globes of floating golden light. The horse paws the earth. The knight carries a longsword that glows like the sun. When he spies the PCs, his eyes widen and he calls out, "You! Why are you here?"

Creatures: The "knight" is in fact a powerful tulani eladrin named Sir Andros Fearnaught, a creature who resembles a 7-foot-tall elven noble dressed in shimmering robes. He has golden skin and bright purple eyes. His mount, Wanderer, is a legendary horse, while the two globes of light are Bhaenmar and Waldrop, his ghaele eladrin companions. If there are any evil characters in the party, Andros demands they leave immediately. If they resist, he shakes his head sadly and does his best to force them to leave, using all of his powers to defeat them.

Andros has more patience for lawful creatures, but not much. Even if the party contains no lawful or evil characters, Andros remains suspicious, especially if he can smell the Styx on the PCs (which he certainly can if the PCs arrived from the Niflheim portal). In any event, as he addresses the party his sword turns from a thing of metal to a shaft of sunlight so bright it hurts to look at it. He introduces himself, and if there are lawful characters, he complains that they "reek of pomposity." If the PCs ask for an audience with Gwynharwyf or Queen Morwel, Andros laughs derisively, wondering aloud why any of this fair realm's leaders would set aside time to talk to a clot of dirty and (if appropriate) lawful mortals. Play Andros as a haughty, egotistical jerk, one who almost wants to goad the PCs into attacking him so he'll have an excuse to fight back and force them out of the demiplane.

Members of the Church of the Whirling Fury who have an affiliation score of at least 21 (or any character with levels in the champion of Gwynharwyf, troubadour of stars, or a similar eladrin-friendly prestige class) get an entirely different reception: they are embraced as long-lost brothers and sisters. Andros proudly tells them they will meet the paragon eladrin themselves soon enough, and offers the characters wineskins filled with eladrin wine. Only if everyone in the party falls into this category will Andros agree to lead them personally to Queen Morwel's palace—in this case, Celeste joins the party there, rather than in "A Welcome Intervention."

If there are any lawful characters in the party, or if the PCs become particularly crass or rude to Andros, continue with "Fearnaught's Challenges." Otherwise, after a few more rounds of standoffish attitude from the tulani, proceed with "A Welcome Intervention" below.

Sir Andros Fearnaught **CR 18**

Tulani eladrin

CG Medium outsider (chaotic, eladrin, good)

Book of Exalted Deeds 171

Init +10; **Senses** *blessed sight*, darkvision 60 ft., *detect law*, *detect magic*, *true seeing*; Listen +28, Spot +28

Aura gaze (60 ft.), protective aura (20 ft.)

Languages Auran, Celestial, Common, Draconic, Elven, Infernal, Sylvian; tongues

AC 36, touch 16, flat-footed 30; Dodge, Mobility

hp 189 (18 HD); **DR** 15/cold iron or evil

Immune electricity, petrification

Resist acid 10, cold 10; **SR** 30

Fort +17 (+21 against poison), **Ref** +17, **Will** +18

Spd 40 ft., fly 90 ft. (perfect)

Melee *+4 brilliant energy holy longsword* +27/+22/+17/+12 (1d8+9/19–20) or *+4 merciful lance* +27/+22/+17/+12 (1d8+11+1d6/×3 nonlethal)

Ranged dream ray +24 touch (1d6 Cha)

Base Atk +18; **Grp** +23

Atk Options Ride-By Attack, Spring Attack, Power Attack

Special Actions bardic music 18/day (countersong, *fascinate*, inspire competence, inspire courage +3, inspire greatness, inspire heroics, *mass suggestion*, *song of freedom*, *suggestion*)

Spell-Like Abilities (CL 18th)

Constant—*blessed sight*, *detect law*, *detect magic*, *magic circle against evil* (20-foot radius), *true seeing*

At will—empowered *chain lightning* (DC 29), *cure serious wounds*, *dancing lights*, *detect thoughts* (DC 25), *dispel magic*, *divine favor*, *haste*, *greater invisibility*, *greater teleport* (self plus 50 pounds of objects), *major image* (DC 26), *mass charm monster* (DC 31), *polymorph any object* (DC 31), *righteous smite* (DC 30), *telekinesis* (DC 28), *wall of force*

1/day—*heal*, *meteor swarm* (DC 32), *power word kill*, *time stop*

Abilities Str 20, Dex 22, Con 22, Int 24, Wis 24, Cha 26

SQ alternate form, sword of light

Feats Dodge, Improved Initiative, Mobility, Mounted Combat, Ride-By Attack, Spring Attack, Power Attack

Skills Bluff +29, Concentration +27, Diplomacy +33, Hide +27, Intimidate +31, Knowledge (arcana) +17, Knowledge (local) +28, Knowledge (nature) +18, Knowledge (the planes) +28, Listen +28, Move Silently +27, Perform (song) +29, Ride +16, Sense Motive +28, Spellcraft +30, Spot +28

Possessions *+4 brilliant energy holy longsword*, *+4 merciful lance*

Alternate Form (Su) A tulani can shift between its humanoid and globe forms as a standard action. In humanoid form, it cannot fly or use its dream rays. In globe form, it cannot use its gaze attack. The globe form is incoporeal.

Bardic Music (Su) A tulani uses bardic music as an 18th-level bard, and can maintain concentration on one such ability per round as a free action.

***Blessed Sight* (Sp)** This spell-like ability (*Book of Exalted Deeds* 92) functions as *detect evil* but does not require concentration and discerns aura location and strength in 1 round. It lasts for 1 minute/level.

Dream Ray (Su) This beam of light has a range of 300 feet and deals 1d6 points of Charisma damage on a hit. An evil creature reduced to 0 Charisma by this beam takes 1d10 points of damage, plus an additional 1d10 points of damage each hour until its Charisma score is raised to 1 or higher. This is a mind-affecting effect.

Gaze (Su) Slay evil creatures of 5 HD or fewer, range 60 feet, Will DC 27 negates. The save DC is Charisma-based.

Protective Aura (Su) As a free action, a tulani can surround itself with a 20-foot-radius nimbus of light that acts as a double-strength *magic circle against evil* and as a *lesser globe of invulnerability* (CL 18th).

***Righteous Smite* (Sp)** This spell-like ability is detailed in the *Book of Exalted Deeds*, page 106. If you don't use this book in your campaign, replace this spell-like ability with *holy word*.

Sword of Light (Su) As a free action, a tulani can create a *+4 brilliant energy holy longsword*. This sword vanishes if the tulani dies or loses physical contact with the sword.

WANDERER CR 8

Male celestial legendary horse

CG Large magical beast (augmented animal)

Monster Manual II 138, *Monster Manual* 31

Init +2; **Senses** darkvision 60 ft., low-light vision, scent; Listen +9, Spot +9

Languages Celestial

AC 19, touch 11, flat-footed 17

hp 243 (18 HD); **DR** 10/magic

Resist acid 10, cold 10, electricity 10; **SR** 23

Fort +19, **Ref** +13, **Will** +13

Spd 80 ft.

Melee 2 hooves +21 (3d6+9) and bite +16 (1d6+4)

Space 10 ft.; **Reach** 5 ft.

Base Atk +13; **Grp** +26

Atk Options Improved Overrun, Power Attack, smite evil 1/day (+18 damage)

Abilities Str 29, Dex 14, Con 27, Int 3, Wis 15, Cha 10

Feats Alertness, Endurance, Improved Overrun, Improved Natural Attack (hoof), Improved Toughness (+1 hp/HD), Power Attack, Run

Skills Listen +9, Spot +9

MOON DOGS (7) CR 12

NG Medium outsider (good)

Book of Exalted Deeds 179

Init +6; **Senses** *arcane sight*, *blessed sight*, darkvision 60 ft., *detect snares and pits*, keen senses, scent, *see invisibility*; Listen +17, Spot +17

Languages Celestial, Common, Infernal; speak with canines, telepathy 50 ft.

AC 20, touch 13, flat-footed 18; Dodge, Mobility

hp 49 (9 HD); **DR** 10/cold iron or evil

SR 23

Fort +9, **Ref** +10, **Will** +11

Spd 50 ft.

Melee bite +12 (1d8+4)

Base Atk +9; **Grp** +12

Special Actions bark, bay, howl, shadow pattern, soothing ministrations, whine

Spell-Like Abilities (CL 12th)

Constant—*arcane sight*, *blessed sight*, *detect snares and pits*, *see invisibility*

At will—*astral projection* (self only), *dancing lights*, *darkness*, *ethereal jaunt*, *fog cloud*, *greater invisibility*, *light*, *nondetection* (DC 16)

3/day—*alter self*, *mirror image*

1/day—*greater shadow conjuration* (DC 20)

Abilities Str 16, Dex 15, Con 12, Int 15, Wis 16, Cha 17

SQ luck

Feats Alertness, Dodge, Improved Initiative, Mobility

Skills Balance +4, Concentration +13, Diplomacy +17, Hide +18, Intimidate +15, Jump +15, Knowledge (the planes) +14, Listen +17, Move Silently +18, Sense Motive +15, Spot +17

Bark (Su) As a standard action, a moon dog can bark to create a *dispel evil* effect (DC 17). The save DC is Charisma-based.

Bay (Su) As a standard action, a moon dog can bay, duplicating the effects of a *fear* spell (DC 17) that affects only evil creatures within an 80-foot radius. A creature that makes this saving throw is immune to that particular moon dog's bay for 24 hours. This is a sonic, mind-affecting effect.

***Blessed Sight* (Sp)** This spell-like ability (*Book of Exalted Deeds* 92) functions as *detect evil* but does not require concentration and discerns aura location and strength in 1 round. It lasts for 1 minute/level.

Howl (Su) When a moon dog howls, evil creatures within 40 feet take 1d4+4 points of damage per round, in addition to the fear effect of its baying. Evil extraplanar creatures within 40 feet of a howling

moon dog are targeted by a *dismissal* effect as cast by a 12th-level caster (base DC 17). If more than one moon dog howls, evil creatures receive only one save but the effective caster level increases by +2 for each dog beyond the first.

Keen Senses (Ex) A moon dog sees four times as well as a human in low-light, and twice as well in normal light.

Luck (Ex) A moon dog receives a +2 luck bonus on all saving throws.

Shadow Pattern (Su) In shadowy illumination, a moon dog can create patterns of shadow as a full-round action. This pattern lasts as long as the moon dog concentrates, plus an additional 2 rounds. The pattern has a 50-foot radius; evil creatures in this area are fascinated as though by a *hypnotic pattern* spell unless they make a DC 17 Will save (CL 10th). Good creatures in this area are warded by *protection from evil* and *remove fear*. The save DC is Charisma-based.

***Speak with Canines* (Sp)** A moon dog can use *speak with animals* (CL 12th) at will to communicate with any canine animal.

Soothing Ministration (Su) By licking a wound, a moon dog can create any of the following effects, one time each per individual per day: *cure light wounds*, *remove disease*, and *slow poison*; these effects function at CL 12th.

Whine (Su) A moon dog can whine as a standard action to automatically dispel any illusion effect within 50 feet.

Bhaenmar and Waldrop, ghaele eladrins: hp 65 each; *Monster Manual* 94.

Celeste

Fearnaught's Challenges

If Sir Andros feels the PCs don't deserve to be here, he challenges each of them to prove their worth. He proclaims that he shall face each of them in turn, and that each may choose wrestling, jousting, or racing.

Wrestling: Conduct wrestling matches as normal combat. Sir Andros takes care to use only nonlethal damage when required unless his opponent uses lethal force, in which case Sir Andros ends the contest at once by calling the character a blackguard and then attacking. Whoever manages to pin his foe for 3 consecutive rounds wins the contest.

Jousting: A round of jousting begins as the two riders position themselves 200 feet apart. If no PCs carry lances, Andros begrudgingly creates one for them by using *polymorph any object* on a fallen branch. Each contestant must make a DC 5 Ride check to guide his mount with his knees, and must then spur his mount to greater speed with a DC 15 Ride check. Technically, a jouster can hold the reins in his shield hand, but in practice, it's about spurring the horse and guiding while the jouster's hands are otherwise occupied. For each check that fails, the character suffers a –4 penalty on his following attack roll.

Each jouster makes an initiative check, charges, and then rolls to hit his opponent. This attack must be made to do nonlethal damage; Andros has a *merciful* lance, so he need not worry about the –4 penalty for making such an attack. If a character is struck, he must make a special Ride check (DC equals the nonlethal damage done to him) to avoid being knocked from his saddle. Andros's damage reduction gives him an unfair advantage in this contest, but if the PCs confront him on this, he shrugs and asks that character if he'd rather challenge him to a wrestling match or a race.

The jousting tournament continues until one character falls from the saddle, either as a result of a failed Ride check or as a result of taking enough nonlethal damage to fall unconscious.

Steeplechase: The steeplechase happens over 5 rounds at full gallop, and the rider who wins the most opposed Ride checks

wins the race. Between the third and fourth ride check, a deep stream gully bisects the impromptu course, requiring the rider to make a DC 15 Ride check or the mount to make a DC 15 Jump check—whichever skill check is lower is the one that must be made. Failure at this check indicates an automatic loss.

Each character who loses one of these contests is asked by Andros to leave the plane in the name of the queen. If the PC refuses to go, he makes an enemy of Andros for refusing to recognize his authority on the queen's land. Yet before things come to blows, another eladrin intervenes.

Ad Hoc Experience Award: If all of the PCs win these challenges, award them a CR 18 experience award. If at least half of them win, award them a CR 14 experience award.

A Welcome Intervention

Sir Andros's haughty attitude and insulting stance is bound to raise the hackles of some PCs. Alternatively, if even one of the PCs fails to defeat his challenges, his demands that the losers leave the Court of Stars might well lead to combat. When you judge that the PCs have had enough of his attitude, it's time for an intervention.

A strong feminine voice cries out at this point as a shimmering ball of green light wafts onto the scene. The voice says, "Andros! Do you not recognize these heroes? They are the ones our queen spoke of, the ones who are standing against our old enemy. Has your ego blinded you yet again to our queen's wishes?"

Andros seems morbidly chastised at this and immediately goes from a blustering champion to an embarassed and mortified submissive, hanging his head in shame. He mutters, "Please, Lady Celeste... I was only toying with them. I would have brought them to our queen in time..."

At this point, the ball of light transforms into a beautiful green-haired ghaele eladrin who drifts gently down to the ground. She casts one final disgusted look at Andros, tells him he may "resume his little hunt," and then ignores him, turning her attention to the PCs.

Creature: Celeste is a ghaele eladrin, and although the PCs have not met her before, she should be familiar to readers of these Adventure Paths. She has had a hand in saving the city of Cauldron from its shackles and in preventing the Age of Worms. Now, as fate would have it, she joins another group of heroes in a third and final epic adventure.

Celeste apologizes profusely for Andros's actions, providing healing to any PC who needs it, then tells them they are expected at Morwel's Palace, offering to escort them there. The walk to the palace is only an hour, and along the way Celeste engages the PCs in conversation, asking to hear detailed stories of their accomplishments over the past several months. She avoids answering any questions directed at her, apologizing and saying it's not her place to speak for her queen, but that they will be in Morwel's presence soon enough.

If the PCs are having a rough time of things in this adventure, you can have Celeste accompany them from this point on. She prefers to avoid combat, using her magic and powers to support the PCs in battle rather than seizing opportunities for glory herself. Her ability to teleport and cast *plane shift* makes it simple for her to come and go—if you determine her presence is no longer needed, she can receive a summons from Morwell and return to her queen's side for a time, only to reappear to aid the PCs if they really need help or access to healing. Think of her as a "safety net." Things only grow more dangerous for the PCs from this point out, and they probably deserve a little bit of help as a reward for making it this far.

CELESTE **CR 20**

Female ghaele eladrin bard 5/lyric thaumaturge 7

CG Medium outsider (chaotic, eladrin, good)

Monster Manual 94, *Complete Mage* 66

Init +2; **Senses** darkvision 60 ft., low-light vision; Listen +17, Spot +17

Aura protective aura (20 ft.)

Languages Celestial, Infernal, Draconic; tongues

AC 34, touch 12, flat-footed 32

hp 197 (22 HD); **DR** 10/evil and cold iron

Immune electricity, petrification

Resist cold 10, fire 10; **SR** 28

Fort +15, **Ref** +18, **Will** +20

Spd 50 ft., fly 150 ft. (perfect)

Melee +4 *cold iron dancing greatsword* +29/+24/+19/+14 (2d6+13/19–20)

Ranged 2 light rays +20 ranged touch (2d12)

Base Atk +18; **Grp** +24

Atk Options Combat Expertise, Improved Disarm, Sanctify Martial Strike (greatsword)

Special Actions bardic music 16/day (countersong, *fascinate*, inspire competence, inspire courage +1), gaze, rebuke plant creatures 13/day (+10, 2d6+22, 12th), sonic might

Bard Spells Known (CL 12th, +20 ranged touch)

4th (6/day)—*freedom of movement, orb of sound, ruin delver's fortune, shout* (DC 24)

3rd (6/day)—*glibness, keen edge, scrying, secret page, wounding whispers* (DC 23)

2nd (7/day)—*alter self, enthrall* (DC 22), *scorching ray, suggestion* (DC 22), *whirling blade*

1st (7/day)—*identify, inspirational boost, magic missile, Tasha's hideous laughter* (DC 21), *undetectable alignment*

0 (3/day)—*ghost sound* (DC 20), *mage hand, mending, open/close, prestidigitation, read magic*

Cleric Spells Prepared (CL 14th [CL 15th for good spells])

7th—*destruction* (DC 21), *holy word*[D] (DC 21), *mass cure serious wounds*

6th—*banishment* (DC 20), *blade barrier*[D] (DC 20), *heal* (2)

5th—*break enchantment, flame strike* (DC 19), *plane shift* (DC 19), *wall of thorns*[D]

4th—*cure critical wounds, death ward, dismissal* (DC 18), *holy smite*[D] (DC 18), *neutralize poison, sending*

3rd—*awaken sin, cure serious wounds* (3), *plant growth*[D], *protection from energy*

2nd—*barkskin*[D], *bull's strength, close wounds* (2), *cure moderate wounds* (2), *silence* (DC 16)

1st—*command* (DC 15), *divine favor, entangle*[D] (DC 15), *obscuring mist, resurgence, sanctuary* (DC 15), *shield of faith*

0—*cure minor wounds* (6)

D domain spell; **Domains** good, plant

Spell-Like Abilities (CL 16th)

At will—*aid, charm monster* (DC 24), *color spray* (DC 21), *comprehend languages, continual flame, cure light wounds* (DC 21), *dancing lights, detect evil, detect*

thoughts (DC 22), *disguise self*, *dispel magic*, *hold monster* (DC 25), *greater invisibility* (self only), *major image* (DC 23), *see invisibility*, *greater teleport* (self plus 50 pounds of objects only)

3/day—quickened *charm monster* (DC 24)

1/day—*chain lightning* (DC 26), *prismatic spray* (DC 27), *wall of force*

Abilities Str 22, Dex 15, Con 20, Int 18, Wis 18, Cha 30

SQ bardic knowledge +18, skill tricks, spontanious casting (cure spells)

Feats Captivating Melody, Combat Expertise, Extra Music, Improved Disarm, Melodic Casting, Practiced Magic, Quicken Spell-Like Ability (*charm monster*), Sanctify Martial Strike (greatsword), Weapon Focus (greatsword)

Skills Balance +8, Bluff +35, Concentrate +18, Diplomacy +35, Disguise +21 (+25 acting), Jump +20, Knowledge (arcana) +16, Knowledge (history) +9, Knowledge (local) +9, Knowledge (nobility and royalty) +16, Listen +17, Perform (song) +35, Sense Motive +21, Sleight of Hand +11, Spellcraft +12, Spot +17, Tumble +21

Possessions combat gear, *+3 mithral moderate fortification breastplate*, *+4 cold iron dancing greatsword*, *ring of Charisma +6*, *amulet of health +4*, *boots of speed*

Sonic Might (Su) Celeste can expend a use of bardic music to add 1d6 points of sonic damage per spell level to any spell with the sonic descriptor.

Feats Captivating Melody (*Complete Mage* 40) allows Celeste to attempt a Perform check (DC 15 + spell level) when she casts a spell to increase the save DC of the spell by 2, as long as the spell being cast is a bard spell of the school of enchantment or illusion. Extra Music (*Complete Adventurer* 109) allows Celeste to use her bardic music four extra times per day. Melodic Casting (*Complete Mage* 67) allows Celeste to substitute a Perform check for Concentration checks when required to cast a spell or use a spell-like ability. She can also cast spells and activate magic items by command words or spell completion while using a bardic music ability. Practiced Magic (*Shackled City* 335) increases Celeste's caster level for her spell-like abilities by +4. Sanctify Martial Strike (*Book of Exalted Deeds* 46) allows Celeste to deal an extra point of damage to evil creatures she strikes with her greatsword, or an extra 1d4 points to evil outsiders and evil undead. In addition, her greatsword is considered good-aligned for the purposes of overcoming damage reduction. Sweet Talker (*Complete Scoundrel* 81) grants Celeste two additional interaction skill tricks at no skill point cost, and increases her limit on skill tricks known by one.

Skill Tricks Skill tricks are minor benefits gained by spending 2 skill points once the correct skill prerequisites are met. Skill Tricks are detailed on pages 82–90 of *Complete Scoundrel*. Celeste knows the following skill tricks:

Assume Quirk: When impersonating a particular individual, Celeste eliminates the normal Spot bonus granted to a viewer familiar with that individual for up to 1 hour per day.

Back on Your Feet: If Celeste falls prone, she can stand up as an immediate action without provoking attacks of opportunity.

Conceal Spellcasting: Celeste can make a Sleight of Hand check opposed by the Spot check of any onlookers to hide the fact that she's casting a spell.

Extreme Leap: If Celeste makes a horizontal jump of at least 10 feet during her turn, she can spend a swift action to move an additional 10 feet on that turn.

Second Impression: If an observer sees through Celeste's disguise with a Spot check, she can attempt a Bluff check to convince him that he's mistaken (the DC of this Bluff check is that observer's Spot check). She must be aware of the observer's discovery in order to use this trick, and even then can only use it once per day.

Social Recovery: If Celeste's Diplomacy check to influence an NPC's attitude fails, she can spend another full round talking to the NPC, then make a Bluff check with a –10 penalty. Use the result of this check in place of the Diplomacy check result, except that it can't improve the NPC's attitude by more than one step. This trick may only be attempted against a single target once a day.

Spot the Weak Point: As a standard action, Celeste can attempt a Spot check (DC equals target's AC) to find a weakness in her foe's defenses. If successful, her next attack against that opponent (which must be made no later than her next turn) is treated as a touch attack.

Twisted Charge: When Celeste charges, she can make one turn of up to 90 degrees during her movement. She must still have line of sight to her target at the start of her turn.

Spells Several of Celeste's spells are from the *Spell Compendium*. If you don't use this book in your game, replace *awaken sin* with *searing light*, *close wounds* with *hold person*, *inspirational boost* with *grease*, *orb of sound* with *confusion*, *resurgence* with *entropic shield*, *ruin delver's fortune* with *legend lore*, *whirling blade* with *shatter*, and *wounding whispers* with *slow*.

In the Court of Stars

Although this adventure assumes the PCs are escorted to Queen Morwel's presence by Celeste, it's possible they need to make their way there on their own. In this case, they are received with an unfriendly attitude, but are still given a chance to make their case.

As the PCs emerge from the forest and crest a hill, it may seem almost as if they are climbing into the heavens themselves. The hill is taller than it first appears and very quickly the PCs are above the treeline and even the clouds, with snow crunching underfoot. Yet the air seems only pleasantly crisp, not cold at all. The night stars sparkle around them, and the crystal palace before them seems close, but it takes a while for the scale to sink in. Its walls are built of glowing crystal, and when they finally reach the outer gates, the PCs see the thousands of separate magical lights glittering within—some are lanterns, but others are living creatures, some tiny, others several feet across. They float in and out of the palace like soap bubbles.

At the gate, two eladrins with opalescent eyes greet the PCs, bowing deeply and greeting Celeste if she is with them before stepping aside. Within, the palace seems brighter and brighter, until at last Celeste leads the PCs into a dazzling central dome. Hundreds of eladrins in elven and glowing light forms watch silently from the tiers rising from the room's edges. A DC 25 Spot check

notices Sir Andros in the crowd, glum and surly as he watches the PCs enter his queen's presence.

At the center of the room rest three gold thrones. Sitting regally on the central and largest throne is a tall, red-haired, and shockingly beautiful elven woman wearing a diaphanous gown that seems made up of thousands of flickering pinpoints of lights. She does not speak, but a silver-haired and deeply-tanned elven woman sitting on the throne to her right does: "Welcome, mortals. What brings you to the Court of Stars?" The throne to the left is currently empty.

The red-haired woman is Queen Morwel, ruler of the eladrin race, and the silver-haired woman is one of her consorts and bodyguards, Gwynharwyf, the Whirling Fury. Morwel's other consort, Faerinall, is away on other business at this time. Allow the party to make its pitch about taking the fight against Demogorgon into Gaping Maw, and prompt them to describe the threat of the *shadow pearls*. The eladrin paragons listen attentively, and a DC 20 Sense Motive check reveals that Gwynharwyf seems especially interested in the discussion. At each mention of Demogorgon's name, her fists clench and her eyes sparkle dangerously.

When they finish, Morwel speaks.

"Your task is worthy and the stuff of heroes. And heroes such as yourselves must be supported and honored. You have my pledge of aid in this battle. Although I cannot leave the court you shall have the support of my dear friend and her armies when the time to strike comes. Gwynharwyf has had dealings with Demogorgon before, and she has been waiting for a chance to return his favors.

"Yet while my trust in you might be enough to satisfy the concerns of my children, it would be foolish of me to not offer proof of your heroic nature to them. As much as it pains me to ask, I need a favor from you before I can allow Gwynharwyf to prepare for battle.

"At the base of the World Ash gnaws a dragon, a particularly foul-tempered dread linnorm named Redfang. He has vexed my children for ages, but his distance and power have ensured his longevity. Yet of late, he has gone too far. He has razed eladrin holdings and fatted upon my children, and now lies in torpor in his lair among Yggdrasil's roots. It is time for him to die.

"Go you, then, and bring me Redfang's heads... no, wait. His heads are too large. Instead, gut the beast and release one of the stars from his belly. When you return, Gwynharwyf shall take you to the Fountain of Beauty to seal our alliance." A murmur of approval rises from the court.

Morwel is happy to answer any other questions the PCs might have. Her knowledge is vast; she has always been, and in the span of that incalculable time she has learned much. You can use Morwel to answer any concerns the PCs might have, but take care to keep a few secrets.

A DC 30 Knowledge (arcana) check is enough to reveal old tales of the dread linnorm Redfang, who is said to be the child of the Niddhogg itself. Redfang has eaten dozens of eladrin stars, lantern archons, and other celestial creatures—he seems to make a habit of it. Queen Morwel cares about them because over the centuries she and her court have sheltered many such creatures and turned a few of them to the cause of Chaos.

Yggdrasil

Yggdrasil, the World Ash, is truly one of the great wonders of the multiverse. Almost its own plane, this 23-mile-tall ash tree exists as a bridge between many different realms on the Great Wheel. Portals along its branches and roots allow access to these worlds, yet the tree itself is its own world, one inhabited by giant ravens, intelligent squirrels called ratatosks, and of course, the linnorms. Yggdrasil is mildly chaos-aligned (lawful creatures take a –2 penalty on Charisma-based checks here), and spells or spell-like abilities that have the plant descriptor are maximized, while spells that use chaos are extended.

Morwel informs the PCs that while she can send them to Redfang's lair, they must secure their own return to the Court of Stars. If any of the PCs can cast spells or Use Magic Device, she grants them a scroll of *gate* to effect their return—otherwise, they'll need to climb the World Ash itself to reach one of the portals in its upper branches to return. More details on Yggdrasil can be found on pages 38–40 of *Expedition to the Demonweb Pits*.

When the PCs are ready, Morwel assumes the form of a 4-foot-diameter sphere of multicolored light. She can project a violet beam up to four times per round, striking one character per beam and transporting him to a point near the entrance to Redfang's lair.

Among the World Roots (EL 22)

What first appears to be the ground is, in fact, an immense moss-covered root—closer inspection reveals that this place has no proper ground, only a tangling descent of additional roots that form a dizzying array of hills and valleys. Above, an immense wall of wood rises into the sky beyond sight, and the sky is a vast, endless canopy of branches and leaves. The horizon is a foggy expanse, and a cold, misty wind drifts along in the air.

Ahead, a cavern descends between a V shape formed by two gigantic roots, each of them ninety feet high. The space between them is about forty feet wide and littered with stones, enormous dead leaves, and two tunnel entrances, both thirty feet across. The cold, misty wind seems to be issuing from there.

Creature: Redfang the dread linnorm, known in more ancient times as Stjernespise, is an ancient creature that feasts on travelers of Yggdrasil, the World Tree, devouring dwarves, demons, and devas alike. He has no interest in outside politics, though he does posses a tremendous greed and cunning.

Redfang's lair is protected by *mirage arcana*, which hides the true entrances and makes a solid section of incredibly dense root look like entrances to caverns. If the party simply approaches without precautions, they're walking into a well-prepared death trap. The dread linnorm has covered the pits with illusory dirt and leaves using his *mirage arcana* spell. Stepping on any of them elicits a DC 25 Reflex save to avoid a fall into a 60-

foot-deep pit. Redfang himself wards the approach to his lair with silent *alarm* spells as well, and if they are triggered he prepares for battle by casting *greater heroism, fire shield, displacement, mirror image, ventriloquism,* and *invisibility,* then tries to lure PCs into pits using ventriloquism to taunt them.

Redfang is an enormous wingless dragon with two huge heads and no hind legs. His eyes are lit like lanterns from inside, flickering with reddish light, and his scales are as bright as new iron. Note that Redfang's CR has been revised from its original entry in the *Monster Manual II* to more accurately reflect his power level in a 3.5 game.

Redfang, Gnawer in Darkness **CR 22**

Male elite dread linnorm
CE Colossal dragon
Monster Manual II 141

Init +0; **Senses** blindsense 120 ft., darkvision 60 ft., keen senses; Listen +30, Spot +30
Languages Abyssal, Draconic

AC 39, touch 5, flat-footed 36
hp 450 (20 HD); **DR** 15/magic
Immune enchantment spells, mind affecting effects, sleep, paralysis
SR 36

Fort +28, **Ref** +15, **Will** +19

Spd 50 ft., fly 60 ft. (good), swim 30 ft.
Melee 2 bites +32 (6d8+20/19–20 plus energy drain) and
2 claws +30 (6d6+10) and
tail slap +30 (4d6+30)
Space 30 ft.; **Reach** 20 ft.
Base Atk +20; **Grp** +56
Atk Options Flyby Attack, Power Attack, Snatch
Special Actions crush, tail sweep
Combat Gear breath weapon
Spells Prepared (CL 18th, +15 ranged touch)
9th (4/day)—*wish*
8th (5/day)—*greater planar binding* (DC 28), *mind blank* (already cast)
7th (7/day)—*greater teleport, plane shift* (DC 27), *prismatic spray* (DC 27)
6th (8/day)—*disintegrate* (DC 26), *greater dispel magic, greater heroism*
5th (8/day)—*cloudkill, extract gift, mirage arcana, wall of force*
4th (8/day)—*dimension door, enervation, fire shield, hallucinatory terrain*
3rd (8/day)—*displacement, haste, slow* (DC 23), *water breathing*
2nd (9/day)—*glitterdust* (DC 22), *invisibility, mirror image, resist energy, spider climb*
1st (9/day)—*alarm, expeditious retreat, mage armor* (already cast), *shield, ventriloquism*
0 (6/day)—*acid splash, dancing lights, detect magic, ghost sound* (DC 20), *mage hand, mending, message, open/close, prestidigitation*
Spell-Like Abilities (CL 18th)
At will—*fly, telekinesis* (DC 25)
4/day—*move earth*
3/day—*power word stun*
2/day—*antipathy* (DC 29), *sympathy* (DC 29)

Abilities Str 50, Dex 16, Con 42, Int 12, Wis 24, Cha 30
Feats Flyby Attack, Improved Critical (bite), Improved Natural Attack (bite, claw), Improved Toughness (+1 hp/HD), Multiattack, Snatch
Skills Bluff +33, Climb +43, Concentration +39, Knowledge (arcana) +24, Listen +30, Spellcraft +24, Spot +30, Swim +28

Breath Weapon (Su) As a standard action, a dread linnorm can breathe either with one head or with both. When a head breathes, it can choose to deal fire or cold damage,

and can do so in a 70-foot cone or a 140-foot line. Each head must wait 1d4 rounds before it breathes again. Both breath weapons deal 12d6 points of damage, with a DC 36 Reflex save halving the damage. The save DC is Constitution-based.

Crush (Ex) A flying or jumping dread linnorm can land on opponents three or more size categories smaller than itself as a standard action. A crush attack affects as many creatures that can fit under the linnorm's space. Creatures in this area can attempt a DC 36 Reflex save to avoid being pinned and taking 4d8+30 points of damage. If the linnorm chooses to maintain the pin, treat it as a normal grapple attack. Pinned opponents take damage from the crush each round if they don't escape.

Energy Drain (Su) A creature bitten by a dread linnorm gains one negative level. For each negative level bestowed, the dread linnorm heals 5 points of damage, gaining excess hit points as temporary hit points. It's a DC 30 Fortitude save to remove these negative levels. The save DC is Charisma-based.

Keen Senses (Ex) A dread linnorm sees four times as well as a human in low-light conditions and twice as well in normal light.

Tail Sweep (Ex) A dread linnorm can sweep with its tail as a standard action. This affects all Medium or smaller creatures within a 20-foot-radius half-circle adjacent to the linnorm. Each affected creature takes 2d8+30 points of damage, or half on a DC 36 Reflex save.

Demonic Gifts Redfang has used *extract gift* to grant himself a permanent +4 enhancement bonus to his Strength, Dexterity, Constitution, and Charisma scores. *Extract gift* is detailed on page 93 of *Fiendish Codex I*; these enhancement bonuses can be dispelled (CL 18th).

Experience Points Redfang has 20,000 experience points to use casting spells like *wish*.

Inherent Bonuses Redfang has a +2 inherent bonus to his Strength, Dexterity, and Wisdom, and a +3 inherent bonus to his Constitution and Charisma.

Tactics: Once combat begins, Redfang initially avoids melee, using spells like *prismatic spray* and *disintegrate* or his breath weapons to soften up the PCs. He uses *wall of force* and *power word stun* to divide the PCs, and if he can corner one or two alone, engages in melee. He's fond of using *wish* to heal himself when he drops below 100 hit points or to take care of unexpectedly efficient PC tactics. Redfang has existed for hundreds of centuries, and cannot conceive of being slain by mortals—he fights to the death, perhaps with a final exclamation of shock at a PC's killing blow.

Treasure: Redfang, like most linnorms, has amassed a sizable treasure in his cavern. This hoard consists of 170,400 sp, 32,350 gp, 6,061 pp, a *cloak of protection +3*, a *headband of intellect +4*, a pair of *boots of levitation*, a *ring of improved jumping*, a *ring of three wishes*, and the legendary *Bearded Anvil* of the Midgard dwarves. This 300-pound steel anvil is inlaid with mithral to show a thick silvery beard on one side. The *Bearded Anvil* is a minor artifact that grants a +4 divine bonus on any Craft or Profession check involving metalwork. Any slashing weapon that is worked on this anvil for 1 minute (requiring a DC 25 Craft [weaponsmith] check) gains the *keen* magical property (and a +1 enhancemnet bonus if the weapon is not otherwise magical) for 24 hours.

Development: Releasing one of the stars Redfang ate means splitting open his guts and fishing around until the shiny bit is uncovered. When opened, black blood pours out of the dead linnorm, far more than one would think possible. Certain portions of the linnorm's

anatomy are still infused with fire, cold, and negative energy—safely opening his belly requires a DC 35 Knowledge (arcana) check. Failure means that each minute spent exploring the immense dragon's belly has a 75% chance of the characters exposing themselves to danger as a blast of energy is unleashed from the creature's otherworldly guts. This blast explodes in a 30-foot-radius burst around one of the characters, dealing 12d6 points of damage (equal chances of fire, cold, or negative energy), with a DC 36 Reflex save halving the damage.

Once the PCs make the Knowledge (arcana) check or spend a minute rooting around in the linnorm's guts, they find the right section of its stomach. Cutting open the immense organ (which glows from within with the star's light) releases a flood of acid—the character doing the cutting must make a DC 36 Reflex save or take 6d6 points of acid damage as the star is released.

Once released, the star wafts gently up from the carcass, glowing only as brightly as a candle. It thankfully swirls around the head of the character who released it, restoring health as if a *heal* spell had been cast (CL 20th), and then shoots up into the heavens to rejoin its kin in the Court of Stars.

The Fountain of Beauty

If the party succeeds, its return to the Court of Stars is much different than its last arrival. The eladrin rejoice and celebrate the PCs' success, with Celeste helpfully pointing out which of the stars in the sky they rescued. Gwynharwyf thanks the PCs as well, and if they have any persistent maladies from their battle with Redfang, she sees to it that they are healed and dealt with before she leads the party into a forested courtyard not far from Morwel's throne.

At the center of this courtyard stands the Fountain of Beauty, the legendary source of all eladrins' beauty and, it is said, the beauty of the entire elven race. Gwynharwyf invites each PC to drink from the fountain's crystal waters. Evil creatures find the waters foul-tasting, but to any other drinkers they are incredibly refreshing. Further, these drinkers grow more beautiful and take on distinctive elven features: pointed ears, long flowing hair, and musical voices. These changes are not permanent, and last for one week, but during that week the drinkers gain a +4 sacred bonus to their Charisma scores.

Gwynharwyf thanks the PCs again, then bids them good luck as she leaves to make ready her armies for the coming war.

Gwynharwyf

GWYNHARWYF, THE WHIRLING FURY CR 26

CG Medium outsider (chaotic, eladrin, good)
Book of Exalted Deeds 155
Init 11; **Senses** darkvision 60 ft., low-light vision; Listen +37, Spot +37
Languages Celestial, Elven, Sylvan; tongues

AC 47, touch 35, flat-footed 40; improved uncanny dodge
hp 377 (26 HD); **DR** 20/epic, evil, and cold iron
Immune electricity, petrification
Resist cold 10, fire 10; **SR** 39
Fort +25, **Ref** +24, **Will** +23

Spd 50 ft., fly 100 ft. (perfect)
Melee +3 *holy keen scimitar* +37/+32/+27/+22 (1d6+15/15–20 plus 2d6 holy) and
+2 *holy banishing scimitar* +36/+31/+26 (1d6+8/18–20 plus 2d6 holy and banishment) or
slam +38 (1d6+18)
Base Atk +26; **Grp** +38
Atk Options mighty rage
Special Actions whirlwind blast
Spell-Like Abilities (CL 20th)
At will—*blur*, *charm person* (DC 20), *gust of wind* (DC 21), *mirror image*, *wind wall*
2/day—*lightning bolt* (DC 22), *cure serious wounds*

Abilities Str 35, Dex 25, Con 30, Int 23, Wis 23, Cha 29
SQ alternate form
Feats Alertness, Blind-Fight, Greater Two-Weapon Fighting, Improved Initiative, Improved Two-Weapon Fighting, Iron Will, Lightning Reflexes, Quick Draw, Two-Weapon Fighting
Skills Climb +41, Concentration +39, Diplomacy +40, Escape Artist +36, Handle Animal +38, Hide +36, Intimidate +38, Jump +43, Listen +37, Move Silently +36, Ride +38, Sense Motive +35, Spot +37, Tumble +38, Use Rope +36

Possessions *+3 holy keen scimitar, +2 holy banishing scimitar*

Alternate Form (Su) Gwynharwyf can shift between her humanoid form and a whirlwind as a standard action. In humanoid form, she cannot fly or use her whirlwind blast. In whirlwind form, she cannot make weapon attacks (but can make her slam attack).

Mighty Rage (Ex) Gwynharwyf can rage 6 times per day, but no more than once per encounter. She does not become fatigued after a rage. During her rage, her stats change as follows:

AC 45, touch 33, flat-footed 38

hp 481

Fort +29, **Will** +27

Melee *+3 holy keen scimitar* +41/+36/+31/+26 (1d6+19/15–20 plus 2d6 holy) and *+2 holy banishing scimitar* +40/+35/+30 (1d6+10/18–20 plus 2d6 holy and banishment)

Grp +42

Str 43, **Con** 38

Whirlwind Blast (Su) When in whirlwind form, Gwynharwyf can attack with a scouring blast of wind, dealing 12d6 damage in a 20-foot line. A DC 33 Reflex save halves this damage. The save DC is Constitution-based.

***Banishing* Weapon Quality** An extraplaner creature with 25 HD or fewer that is struck by a *banishing* weapon must make a DC 25 Will save or be banished back to its home plane. Spell resistance applies. A creature banished cannot return for at least 24 hours. The wielder may choose to deactivate this ability as a free action. This weapon quality is from *Book of Exalted Deeds*.

PART FOUR: SHENDILAVRI

While Iggwilv knows that Malcanthet has had her hand in the events surrounding the savage tide and suspects the Queen of Succubi wants Demogorgon to fail, the Witch Queen has an ulterior motive in sending the PCs to this demon lord: Iggwilv's research has hinted that Malcanthet is the current owner of a magical artifact known as the *Iron Flask of Tuerny the Merciless*. Iggwilv suspects that Malcanthet has plans for the flask in the war to come, and once the war is over, Iggwilv intends to cash in one of the favors the PCs owe her to claim the artifact as her own.

A DC 25 Knowledge (the planes) check reveals that Malcanthet's realm is the 570th layer of the Abyss: Shendilavri. This realm might seem like a slice of heaven at first glance, with its constantly balmy temperature, green rolling hills, sweeping panoramic mountains, and a lush ocean, but in fact these magnificent vistas conceal a deadly truth: Shendilavri is paradise to Malcanthet alone, and its every charming feature exists only to lull visitors into a false sense of safety. The truth of Shendilavri lies hidden in its expansive torture gardens, flensing pits, and pleasure dungeons.

Getting to Malcanthet's court in Shendilavri is easy, as it is a destination for many mortal adulterers, indolent aesthetes, and those given over to pleasures of the flesh. The River Styx touches upon this hedonistic realm only briefly, flowing through the decadent city of Miomanta, a city of artists and the home of the Radiant Sisters, Malcanthet's favored minions. Alternatively, the PCs could use the wake-portal to travel to the Abyssian Ocean and from there sail into the placid waters of Shendilavri's Scarlet Sea. In any event, once the PCs arrive on Shendilavri, investigation should quickly reveal that Malcanthet can currently be found relaxing in her "summer palace" in Miomanta.

Miomanta (EL 20)

The River Styx is unusually crowded where it winds through the beautiful city of Miomanta, yet closer inspection reveals the truth—most of those who visit Miomanta are doomed. Victims both living and dead ensnared by demons are brought here in black barges crewed by vrock and hezrou crews. The city itself is a mix of beauty and ramshackle slums, with a sprawling central district known as the Fleshpits of Shendilavri, where the barges unload their cargoes and the fresh slaves are examined, cataloged, and assigned to duty. Surrounding this central expanse are the thirteen homes of the Radiant Sisters, each modeled blasphemously after temples dedicated to gods of law and good. But the palace that towers over the city from its tallest hill is Miomanta's most obvious landmark. One of Malcanthet's many residences, the palace walls are pink and cream-colored marble, with a red tile roof and many windows that remind the viewer of unfolding flowers. Its towers are topped by glowing domes upon which dozens of succubi roost.

The River Styx empties into the Miomanta harbor. As the PCs draw near in the *Sea Wyvern*, a series of shouts might draw their attention. Here, a barge is unloading, and another is just leaving the dock. A marilith notices the *Sea Wyvern* and, mistaking it for another load of slaves, waves it in to the recently vacated space with half her arms; the other three pointing to the dock below. The PCs can dock there with ease, but once they do, they'll need to deal with the pier's two attendants: twin mariliths named Portitia and Caddobryn. The PCs have two likely avenues to secure an audience with Malcanthet.

Sorting of Mortal Souls: If the party is willing to be sorted among the mobs of mortals, they can walk right in. Portitia and Caddobryn honor Charon's blessing and, as much as they might wish to claim and sort the *Sea Wyvern*'s crew, they do not molest those who remain on board. Any who debark, though, are quickly looked over and classified as labor (highest stat is Constitution), crafter (highest stat is Intelligence), entertainment (highest stat is Charisma), or nourishment (highest stat is Strength, Dexterity, or Wisdom). Victims are stripped naked and their gear taken to be sold—the PCs can avoid having their belongings taken by simply leaving them on the *Sea Wyvern*.

Once sorted, the mariliths attempt to herd the PCs off into one of four lines. All four of these lines wind up through the avenues to Malcanthet's Palace, but it's a wait of 3d6 hours before arriving. Sleep is not an option; those who droop are lashed back to wakefulness by a passing succubus armed with a *+1 vicious whip*.

Requesting a Direct Audience: If the party appeals for a direct audience with Malcanthet, they'll need to either offer the mariliths an impressive bribe (at least 25,000 gp worth in gems and/or magic items), or they'll need to make

some skill checks. A DC 40 Diplomacy check convinces the mariliths that what the PCs seek might well be important enough to warrant allowing them to speak to Malcanthet, as does a successful Bluff check (opposed by both mariliths' Sense Motive checks). A successful Intimidate check works also, but if the PCs return to the dock at a later date, the vengeful mariliths are waiting with four glabrezus. Fights are common among the Miomanta docks, so the PCs won't have to suffer any lasting repercussions if they slay these six demons, although the easiest way to deal with them is to simply board the *Sea Wyvern*, since even in their anger the demons won't risk crossing Charon.

If the PCs convince the mariliths their reasons for seeking Malcanthet are valid, the demons grudgingly point up the hill toward her palace, indicating that the PCs are free to make their approach. However, the PC are only allowed in if properly "clothed for an audience," meaning naked. Adornments worn on the head, hands, wrists, neck, waist, feet, or shoulders are fine (including weapons and shields), but no clothing or armor is allowed to those seeking an audience with Malcanthet. The mariliths offer to hold the gear in safe keeping, but if the PCs use this route, the demons sell the gear by the time they return. A wiser option is to leave their gear back on the *Sea Wyvern*.

Any character who attempts to approach the palace must contend with the city's many glabrezu guardians—since glabrezus have true seeing, it's difficult to slip by them unnoticed. When first caught, the PCs are warned that they must follow the rules and present themselves down at the docks before they can approach the palace. The second time they're caught, they face a battle with a dozen glabrezus. If they manage to defeat this force, the other denizens of Miomanta leave the PCs alone.

Portitia and Caddobryn, marilith demons: hp 216 each; *Monster Manual* 44.

Glabrezus (4 or 12): hp 174 each; *Monster Manual* 43.

Within the Palace of Flesh (EL 28)

Everywhere in the palace naked demons cavort with writhing humans. In many corners, one can spot exhausted, slack-jawed souls slumped against the rose-colored walls, their eyes as empty as the Abyss, their flesh strangely puckered and withered. The floors are littered with bodies, some sleeping, some half-faded into emptiness and approaching incorporeality. The demons, though, never tire: all of them are alert, lusty, and active, as if feeding off the exertions of the groaning souls around them.

The chambers of the place are all filled with this carnival of flesh, a maze of debauchery and erotica and cloying odor. Demons and wide-eyed visitors constantly wander from room to room and hall to hall. Here, a man cries and sighs as a succubus draws a long, lingering kiss from him, causing his hair to gray and his knees to buckle. There, three giggling cambions tighten the straps around a blindfolded and gagged elf maiden affixed to a hanging nest of chains. It's easy to get lost or overwhelmed in this place, and every 10 minutes spent wandering aimlessly requires a DC 25 Will save to avoid taking 1d6 points of Wisdom damage—this danger ends as long as the PCs remain in one area. Most of the passing demons and visitors can direct the PCs to Malcanthet's chambers, but doing so requires either a DC 40 Diplomacy check, a successful Intimidate check, or several minutes of the curious soul's time (which, in the case of succubi and lilitus, can be deadly). Stubborn parties can simply keep wandering—every 10 mintues, allow a DC 50 Survival check to find their way to Malcanthet's chambers, with each successive check gaining a cumulative +4 bonus.

If the party can get through the sheer orgiastic carnage of it all, they eventually arrive in Malcanthet's pleasure dome. Since Malchanthet is who she is, you should choose to describe the scene within to whatever degree you deem appropriate. The least scandalous version follows.

This is a vast chamber packed with young, strong humans, elves, and other mortals, all of them shining examples of beauty and virility. The room is near body temperature, and the air is filled with moans and cries, some delighted, others surely the sounds of despair. At least three succubi and a dozen vrocks are here feeding on the flesh and souls around them rather than taking part in the more pervasive activities.

All of the denizens here, mortal and demon alike, serve at the pleasure of Malcanthet. She radiates a deadly beauty that makes it difficult to look directly at her. She lounges on a grasping, undulant divan made of tangled human arms that caress and support her with loving and gentle awe. Malcanthet of course notices the PCs as soon as they enter the room, but she gives no indication of such. In order to approach, the PCs must navigate the intervening 120 feet of crowd. Flight is the easiest method to reach the 30-foot radius region around Malcanthet that is free of bodies. Anyone who moves through the room does so as if through difficult terrain, and each round there's a 50% chance an idle succubus attempts to grapple and kiss him. Combat is not tolerated in this area without Malcanthet's permission, but that makes it ironically the easiest way to get to her. Any application of lethal force, by weapon or spell, causes the room to fall quiet as Malcanthet commands silence, and then indicates that the PCs should approach her.

When they enter the open area around Malcanthet, new arms grow from the ground around them, lifting the PCs gently off the floor and cradling them in impromptu chairs made of dozens of hands. These hands do no damage, and if a character would rather stand, it's a simple move action each round to swat the hands away (much to Malcanthet's amusement). If combat breaks out, the hands become more aggressive, and each creature in this area (excluding Malcanthet) faces a +30 grapple check each round to avoid being held in place.

Assuming the PCs don't react too badly, Malcanthet sizes them up and says, "My, my, my. What fine-looking visitors! I do so enjoy volunteers. Welcome to the

Palace of Flesh and Delight. How long are you staying?"

The room remains silent and still as the PCs make their proposition to Malcanthet. She listens quietly, stroking her chin with the tip of one long black fingernail. Once the PCs admit that they seek her aid against Demogorgon, Malcanthet feigns being shocked, interrupting with, "He is my lover! How can you dare suggest I would side against him?" She pauses for a moment, and then laughs. When she does, every demon and every mortal in the room immediately laughs as well. When she stops, they stop.

As the PCs speak, keep asking for Diplomacy checks from the primary speaker. Remember that Malcanthet's seductive gaze can undermine these checks to some degree, and that her profane beauty might bestow 2 negative levels on good creatures who gaze upon her. These Diplomacy checks are opposed by Malcanthet's own Diplomacy checks. With each success, Malcanthet remains silent and simply smiles, but with each failure, she interjects with an idle comment about something risqué or horrific she might like to do with or to the speaker.

After four failed checks, the demon queen of the succubi laughs and laughs, and the creatures in the room all laugh with her. At last she stops, and instantly all laughter in the room ends except for one voice that quickly turns into a scream that is cut off abruptly.

Malcanthet ignores it and says, "Oh, you are treacherous, and I like that. You remind me of Graz'zt, in a piddling mortal way. I might help you, but first I need one of you to look in my eyes. And if you can survive that, I might help you. Or I might not. You're really in no position to bargain."

She shifts her weight, and her throne groans and staggers as it adjusts itself to her new position. Her eyes light on the PC with the lowest Charisma and she smiles. "Step up," she says to this character. "And kneel! You know you'll never have a chance for bliss like this again. Look into my eyes, and tell me you'd like a kiss to seal this bargain..." If that PC refuses, she rolls her eyes and asks if any of the PCs are brave enough to seal this bargain. If no PC volunteers, she sighs in disappointment, says, "So be it," and attempts to force her initial target to comply via *demand*.

Staring into Malcanthet's eyes likely leads to a dominated PC, as she uses her seductive gaze and her dominate ability to secure that character's compliance. She drains 2 life energy levels in this way, channeling her profane beauty ability through a double-strength succubus kiss. Malcanthet drains no more than 4

Malcanthet

levels from a character in this manner. After she bestows 4 negative levels, she spends an additional round to grant her victem the effects of the Queen's Kiss, so she can observe her new champions from afar. The demon queen's kiss likely leaves the PC stunned and speechless, but after she's done, she draws that character into an embrace and whispers in his ear.

"You've served me well so far, returning that silly idol to that old bat and then releasing that wretch Shami-Amourae. Just like I planned. So don't balk now, my precious little puppet!

"Demogorgon has two heads, and has always sought to unify them. His two greatest generals, Bagromar and Tetradarian, are clones, each representing half his nature. The more bestial of the two has just returned from a great success in the Blood War; he rests with his army in a mountain camp on Pazunia, very near to my fortress of Vanelon there. His success has gone to his head, filled him with ideas that he's the better of the two. Someone as delightful as you should have no problem convincing General Bagromar to betray his cloned brother, hmmmm?"

She licks the character's ear and smiles a full-fangs smile, then pushes the character away before addressing the party again.

"There; that wasn't so bad, was it? Now, go fetch my old friend Crimson from her home and I'll give you the Iron Flask of Tuerney the Merciless to aid you in your efforts. Or, if you'd prefer, I can tell Demogorgon everything about what you're up to?" She taps her fingers in irritation on the scales of a marilith that sidles up to her. All around the audience chamber, demons are pouring in. "I'm waiting," says the demon queen. "And I hate waiting."

If the party asks for more information about Crimson, ask for an opposed Diplomacy check against Malcanthet's. If it fails, Malcanthet doesn't explain herself, just demands in a voice growing angrier by the moment that the PCs do what she commands. If the check succeeds, Malcanthet explains that Crimson is one of the Radiant Sisters, but that of late she's grown moody and morose. Malcanthet has waited for weeks for Crimson to come to her and explain her problems, but now the demon queen's patience has worn thin. She says that Crimson lives in a dreadful crumbling temple modeled after Pelor's own heart, and hints that the PCs might need to use a bit of force to get her to comply.

At the end of the audience, Malcanthet leans forward in her throne so her thin robe shifts and slips away from her chest—until her bat wings cover her entirely. From under her wings she produces a dented iron flask with a crystal stopper; it's unclear where it was hidden a moment before. "You're not paying attention, I see." Demons all around snicker. Malcanthet smiles sweetly, licks her lips, and says, "You know now all you need to know. Bring me Crimson and I'll give you this in return so you can use Turney's bauble against those old two skulls. The Queen of Succubi turns her head toward a large half-fiend centaur who stands at the edge of the crowd. The PCs seem to have lost her attention entirely.

MALCANTHET **CR 28**

CE Medium outsider (chaotic, evil, extraplanar, tanar'ri)

Init +11; **Senses** darkvision 60 ft.; Listen +46, Spot +46

Aura profane beauty, seductive gaze

Languages Abyssal, Common; tongues, telepathy 300 ft.

AC 50, touch 38, flat-footed 39 (+11 Dex, +12 natural, +17 deflection)

hp 429 (33 HD); fast healing 20; **DR** 20/cold iron, epic, and good

Immune electricity, mind affecting, poison, possession

Resist acid 10, cold 10, fire 10; **SR** 41, reflect enchantment

Fort +35, **Ref** +33, **Will** +32

Spd 40 ft., fly 70 ft. (perfect)

Melee *Lover's Lash* +46/+41/+36/+31 (1d8+13/19–20 plus 1d6 electricity and horrid wounding) and
claw +41 (1d4+4) and
2 wings +41 (1d8+4) and
tail +41 (1d6+4 plus poison)

Base Atk +33; **Grp** +41

Atk Options Combat Expertise, Flyby Attack, Improved Disarm, Improved Feint, Improved Trip, sneak attack +12d6

Special Actions queen's kiss, *summon tanar'ri*

Spell-Like Abilities (CL 24th)

At will—*astral projection*, *blasphemy*, *charm monster* (DC 31), *desecrate*, *detect good*, *detect law*, *greater command* (DC 32), *greater dispel magic*, *greater teleport*, *plane shift* (DC 34), *shapechange*, *telekinesis* (DC 32), *unhallow*, *unholy aura* (DC 25, effects included in stats above), *unholy blight* (DC 31), *veil* (DC 33)

3/day—*demand* (DC 32), quickened *greater command* (DC 32), quickened *mind fog* (DC 32), *symbol of persuasion* (DC 33), *sympathy* (DC 32)

1/day—*binding* (DC 32), *mass charm monster* (DC 35)

Abilities Str 26, Dex 32, Con 36, Int 26, Wis 30, Cha 44

Feats Combat Expertise, Dark Speech, Exotic Weapon Proficiency (scourge, whip), Flyby Attack, Improved Critical (scourge), Improved Disarm, Improved Feint, Improved Trip, Multiattack, Quicken Spell-Like Ability (*greater command*, *mind fog*)

Skills Bluff +53, Concentration +49, Diplomacy +65, Disguise +53, Escape Artist +47, Forgery +44, Intimidate +57, Knowledge (local) +44, Knowledge (nobility and royalty) +44, Knowledge (the planes) +44, Listen +46, Sense Motive +46, Spot +46, Tumble +47, Use Magic Device +53

Possessions *Lover's Lash*

Poison (Su) Injury, Fortitude DC 39, initial damage 3d6 Wisdom drain, secondary damage domination. The domination effect of Malcanthet's poison functions identically to the effects of *dominate monster* (caster level 24th), and can affect creatures immune to poison (the initial Wisdom drain aspect of her poison does not). The save DC is Constitution-based.

Profane Beauty (Su) Malcanthet's otherworldly beauty grants her a deflection bonus equal to her Charisma bonus to her Armor Class as long as she doesn't wear armor. In addition, her beauty nauseates creatures with the good subtype. Good creatures must make a DC 43 Fortitude save each time they attempt to make a melee attack or otherwise touch Malcanthet. Failure indicates they gain 2

negative levels as their souls are infused with her corruption. Malcanthet heals 20 hit points each time her profane beauty bestows negative levels on a creature. The save DC is Charisma-based.

As a full-round action, Malcanthet may use her profane beauty offensively. She must successfully grapple a foe in order to do so, at which point she can bestow 2 negative levels per round she maintains the grapple. Alternatively, she can bestow 2 negative levels with a kiss or other act of passion—she cannot combine this ability with her Queen's Kiss ability.

Queen's Kiss (Su) As a standard action, Malcanthet may bestow a boon upon a creature she kisses. This boon grants the target a +4 profane bonus to any one ability score of the target's choice and a +4 profane bonus on all saving throws. Malcanthet's symbol, a pair of feminine lips pierced by a spike, appears on the target's body as a crimson birthmark or tattoo that is invisible to the recipient. The queen's kiss remains active for as long as the recipient lives, fading only upon death (it does not reappear if the recipient is then brought back to life). As long as this boon is in effect, Malcanthet can monitor that character's condition and location as if she had placed a *status* spell on that character, even across planes. She can communicate telepathically with the character at all times, and by concentrating can observe the world around the character as if she were there in his place. While concentrating in this manner, Malcanthet may use any of her spell-like abilities through the recipient so they manifest as if the recipient had used the ability himself. At any time, as a free action, Malcanthet can cause the mark to tear bloodily from the recipient and fade away, leaving an ugly red scar in its wake. This deals 2d6 points of Charisma drain on the victim and removes the profane bonus to his ability score and saving throws, but does not disrupt Malcanthet's link to the character—she can still monitor and use him as detailed above. Removing the mark (or the scar) is possible with a *dispel chaos* or *dispel evil* spell. Accepting the queen's kiss is a chaotic and evil act. Malcanthet can bestow this boon on up to 13 mortals at any one time (10th-level thralls of Malcanthet do not count against this limit). A creature can resist the kiss with a DC 43 Will save. The save DC is Charisma-based.

Reflect Enchantment (Ex) Whenever an enchantment spell that targets Malcanthet fails to penetrate her spell resistance, that spell is reflected back upon the caster as if Malcanthet had cast the spell herself (although it still uses the caster's ability score modifier to set the save DC).

Seductive Gaze (Su) 30 feet, Will DC 43 negates. Those who meet Malcanthet's gaze and fail to resist are overwhelmed by her otherworldly beauty and suffer a –2 penalty on all attack rolls, weapon damage rolls, saving throws, skill checks, ability checks, and level checks for the remainder of the round. Once per round, as a free action, Malcanthet can attempt to dominate a creature (as *dominate monster*) currently overwhelmed by her beauty. The target creature can resist becoming dominated with a DC 43 Will save. Malcanthet can dominate only one creature at a time with this ability; if she selects a new target, the old target is immediately freed from this effect. The domination otherwise persists until it is removed via *break enchantment*, *miracle*, or *wish*; it cannot be dispelled. The effect functions at caster level 24th, and the save DC is Charisma-based.

***Summon Tanar'ri* (Sp)** Once per day, Malcanthet can automatically summon 2d6 incubi, 1d6+2 succubi, or a Radiant Sister lilitu. This ability functions as a 9th-level spell.

Tongues (Su) Malcanthet speaks and understands all languages, as if under the constant effect of a *tongues* spell.

Lover's Lash This is a *+5 shocking burst adamantine scourge* that Malcanthet can call to her hand as a free action, despite any intervening distance between it and herself. Once per day as a free action she can cause *Lover's Lash* to become infused with her sinful essence, causing its electrical aura to turn crimson. The next time she successfully sneak attacks a foe, the creature struck must make a DC 25 Fortitude save or the damage dealt becomes permanent. In order to heal this damage, the demonic nature of the horrid wound must first be reversed by a *miracle* or a *wish*. The wound still persists, but can now be healed magically by any conjuration (healing) spell, provided the caster makes a DC 30 caster level check—otherwise the spell has no effect on the wound. A creature reduced to –10 or fewer hit points by a horrid wound is not technically killed. Rather, just before he dies, he is placed in a state of suspended animation identical to that of a *temporal stasis* spell, save that the victim remains horribly aware of his surroundings and the passage of time. Restoring a creature "slain" in this matter requires a *freedom* spell, at which point the victim dies and can be restored to life by a *true resurrection* spell after a *miracle* or *wish* is used to undo the demonic wound.

Development: Malcanthet intends to use the PCs as her pawns, one way or another. If they're being stubborn (or worse, if they attack her), she does her best to enslave them with her magic. Once all the PCs are dominated, charmed, or otherwise enthralled, this adventure can actually proceed normally, although the added wrinkle of being Malcanthet's newest thralls might cause problems down the line, especially for paladins and good clerics. If the PCs actually manage to bring Malcanthet down below 100 hit points or otherwise prove to be more trouble than she anticipates, she hisses in rage and teleports away, taking the *Iron Flask of Tuerny* with her, and closing off all possibilities of this alliance completely. In fact, when the PCs do make their moves against Demogorgon in the next adventure, they'll find that Malcanthet has fled to his side, making an already difficult task all the more challenging.

Finding Crimson (EL 21)

The Radiant Sisters are lilitu demons who serve as Malcanthet's favored minions, functioning as slavers, singers, assassins, generals, and lovers. Each of these lilitu demons is unique, sporting a halo of light around her head that matches the color of her hair. Lilitu demons themselves are a form of advanced succubus that specializes in the corruption of clerics and other religious mortals. A lilitu has

four sting-tipped tails and hooved feet, but her wings are little more than charred blackend stumps—remnants of the violent ritual that created her.

Crimson's specialty as an infiltrator and assassin has served Malcanthet well in the past, but the Radiant Sister discovered that Malcanthet had recently been entrusting the important killings to an incubus assassin named Syphrian. Rather than confront Malcanthet or kill Syphrian, Crimson elected to retreat into her home and brood.

Crimson's home is built to resemble a Peloran church. The upper floor is roofless and in ruins—Crimson has been spending her time in the catacombs below for the most part, brooding alone or taking hollow pleasure from the six vampires she lives with. These vampires dress and act the role of Peloran priests, but don't bother doing too good a job, otherwise the delicious heresy of their façade is lost.

Entrance to these underground vaults is possible via a hidden trap door in the corner of the ruins above. A DC 30 Search check reveals the trap door's presence. The catacombs below consist of three areas.

1. *Preparation Room*: The first room below the temple contains seven stone biers on which the dead are prepared for interment. A small side room serves Crimson as a place to relax or watch her vampire minions "prepare" living victims out in the main room.

2. *Dining Room*: The second room contains a long wooden table. Crimson has taken to joining the vampires here in feasts of flesh and blood prepared in the previous room.

3. *The Crypts*: The last chamber consists of several crypts. Spiderwebs hang thick here, and of the crypts, six are used by the vampires as lairs. Two of the furthest crypts are completely walled over with stone and brickwork—Crimson delights in using *stone shape* to wall victims alive into these vaults, while at other times she enjoys teleporting into one of the dark oubliettes to spend several days in quiet isolation so she can be alone with her depression.

Creatures: Crimson enjoys the company of her vampire minions, but in the end they're just minions. She won't mind too much if the PCs destroy them, which is fortunate since once the PCs enter the lower level of the chapel, these six vampires quickly notice and move to intercept them. The vampires at first attempt to dominate the intruders, using their façade of being an isolated sect of Peloran missionaries. Once that fails, they gleefully move on to more violent methods of defending their mistress' home.

Crimson herself notices the battle quickly, even if she's in seclusion in a vault, since she casts *status* on her three favorite vampires every day. She prepares for battle by casting *eagle's splendor, death ward, magic vestment, freedom of movement, glibness,* and *mirror image*. This likely gives the PCs enough time to defeat her vampires, but that doesn't matter as much to Crimson as being properly "dressed" to greet guests. Once her spells are in place, she teleports to the vicinity of the battle (using information from *status* to decide where to go).

Once she arrives, Crimson gloomily asks the PCs to leave her alone. While she's certainly capable of defending herself if attacked, she's not really into fighting these days and doesn't want to start anything with the PCs. If they're still fighting her vampires when she arrives, she might try to blind a few PCs with her halo or might cast a few spells here and there; she might even take a few attacks with her *vorpal whip*, but it should be obvious that her heart isn't really into the mayhem.

Convincing Crimson to return with the PCs to speak to Malcanthet requires either a successful Bluff that her queen wants to apologize to her (or some similar lie), or a DC 50 Diplomacy check or successful Intimidate check. Otherwise, the PCs might be forced to physically restrain her and carry her back to Malcanthet. This tactic is one of the few that can spur Crimson into an honest fight.

CRIMSON **CR 18**

Radiant Sister of Malcanthet, female lilitu bard 12

CE Medium outsider (chaotic, evil, extraplanar, tanar'ri)

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Init +10; **Senses** darkvision 60 ft.; Listen +34, Spot +34

Languages Abyssal, Common; telepathy 100 ft.

AC 38, touch 24, flat-footed 28

hp 235 (26 HD); **DR** 10/cold iron or good

Immune electricity, poison

Resist acid 10, cold 10, fire 10; **SR** 23

Fort +18, **Ref** +27, **Will** +22; evasion

Weakness divine magic

Spd 40 ft.

Melee *+2 vorpal whip dagger* +35/+30/+25/+20 (1d6+4/19–20) and claw +31 (1d6+1) and 4 stingers +31 (1d4+1 plus poison)

Space 5 ft.; **Reach** 5 ft. (10 ft. with stingers, 15 ft. with whip)

Base Atk +23; **Grp** +25

Atk Options Combat Reflexes

Special Actions halo, lilitu's gift

Bard Spells Known (CL 12th)

4th (6/day)—*freedom of movement, modify memory* (DC 30), *rainbow pattern* (DC 28)

3rd (6/day)—*dispel magic, fear* (DC 27), *glibness, haste*

2nd (7/day)—*eagle's splendor, hold person* (DC 28), *locate object, mirror image*

1st (7/day)—*expeditious retreat, obscure object, Tasha's hideous laughter* (DC 27), *undetectable alignment*

0 (3/day)—*detect magic, mage hand, mending, message, prestidigitation, summon instrument*

Cleric Spells Prepared (CL 9th)

5th—*commune, greater command* (DC 31), *dominate person*[D] (DC 31), *plane shift* (DC 29), *raise dead*

4th—*cure critical wounds* (3), *confusion*[D] (DC 30), *death ward, neutralize poison*

3rd—*cure serious wounds* (4), *magic vestment, nondetection*[D], *stone shape*

2nd—*cure moderate wounds* (5), *death knell* (DC 26), *hold person* (DC 28), *invisibility*[D], *status* (already cast)

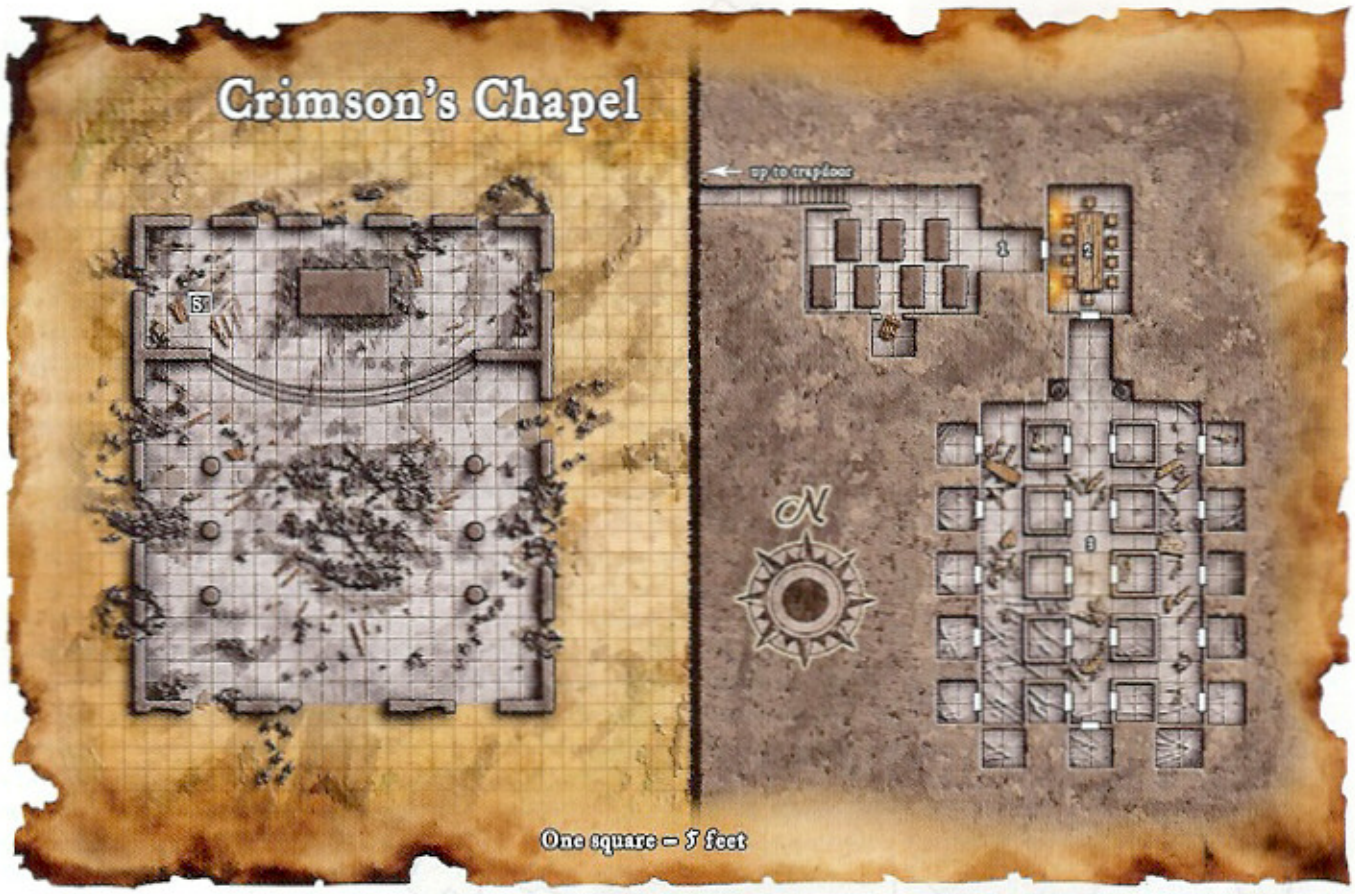
1st—*command*[D] (DC 27), *cure light wounds* (5), *divine favor, sanctuary* (DC 25), *shield of faith*

0—*cure minor wounds* (4), *detect magic, mending*

D domain; **Domains** Temptation, Trickery

Spell-Like Abilities (CL 14th)

At will—*charm monster* (DC 28), *detect good, detect thoughts* (DC 26), *disguise self* (DC 25, no limit on duration), *fly,*



suggestion (DC 27), *greater teleport* (self plus 50 pounds of objects only), *sending*, *tongues*

3/day—quickened *suggestion* (DC 27)

1/day—*dominate person* (DC 29), *symbol of persuasion* (DC 30)

Abilities Str 14, Dex 30, Con 21, Int 20, Wis 20, Cha 38

SQ item use, mock divinity, shroud alignment

Feats Combat Reflexes, Dark Speech, Disguise Spell, Greater Spell Focus (enchantment), Multiattack, Persuasive, Quicken Spell-Like Ability (*suggestion*), Spell Focus (enchantment), Weapon Finesse

Skills Bluff +45, Concentration +34, Diplomacy +47, Disguise +31 (+33 acting), Forgery +34, Heal +22, Intimidate +47, Knowledge (religion) +34, Listen +34, Perform (sing) +43, Perform (stringed instrument) +43, Sense Motive +34, Spot +34

Possessions *+4 glamered leather armor, +2 vorpal whip dagger* (stored in right *glove of storing*), *ring of evasion, ring of protection +4, gloves of storing* (2), golden heart worth 2,500 gp (stored in left *glove of storing*)

Disguise Spell A Radiant Sister can disguise spells as performances. To do so, she must make a Perform check as part of the action used to cast the spell. Onlookers must match or exceed her check result with a Spot check to detect that she's casting a spell. Unless the spell visibly emanates from her, observers don't know where the effect came from. A disguised spell can't be identified with a Spellcraft check, but the act of casting still provokes attacks of opportunity as normal. This feat appeared in *Complete Adventurer*.

Halo (Su) Each Radiant Sister's head is surmounted by a shimmering halo that matches the hue of her hair, a manifestation of her link and loyalty to Malcanthet. A Radiant Sister can control the intensity of illumination her halo provides as a free action, varying it from a faint glow that is all but imperceptible to a brilliance that provides bright illumination to a radius of 120 feet. Once per round as a free action, a Radiant Sister can focus the light of her halo on a single creature within 30 feet. The creature targeted must make a DC 31 Fortitude save to avoid being permanently blinded. The save DC is Charisma-based.

Item Use (Ex) A Radiant Sister can use any magic item as though she had successfully used the Use Magic Device skill.

Lilitu's Gift (Su) Once per day, a Radiant Sister can embrace a willing or helpless creature to grant a +2 profane bonus to Charisma and a +2 profane bonus on saving throws as a standard action for 24 hours. The Radiant Sister's name manifests as a tattoo in Abyssal on that creature's body. The recipient cannot see his own tattoo. As long as the gift remains active, the lilitu can monitor that character's condition and location as if she had placed a *status* spell on that character, can communicate telepathically with the character at all times (even across planes), and by concentrating can observe the world around the character as if she were there in his place. Accepting a lilitu's gift is a chaotic act. A creature can resist the gift with a DC 31 Will save. The save DC is Charisma-based.

Mock Divinity (Ex) A Radiant Sister casts spells as a 9th-level cleric, except that she

Tuerny's Iron Flask

This artifact was crafted ages ago by the wizard-tyrant Tuerny, who promptly used the flask to capture an aspect of Graz'zt and forced him to ravage the armies and holdings of Tuerny's enemies. During one battle, the aspect turned the tables and captured Tuerny in the flask. After returning to the Abyss, he transformed Tuerny into a dretch as a slave. In time, Tuerny gained power by successfully leading the demonic forces in the Blood War, and became a nalfeshnee demon. Miraculously, Tuerny maintained his personality and wizardly skills throughout this evolution, but during the time he lost track of his *Iron Flask*. The artifact became the blueprint for countless lesser versions, but the original remains the most potent of them all.

The *Iron Flask of Tuerny the Merciless* functions as a normal *iron flask*, except that it can only capture and command demons. A targeted demon can resist being captured by making a DC 26 Will save. It can hold up to 100 demons at a time, but currently contains only seven; three vrocks, a nalfeshnee, two mariliths, and a balor. The wielder can command one of the demons within to come fort to serve him for 1 hour per day; he may command demons within in the flask in this manner no more than 3 times per day. If the flask is opened without commanding one of the demons, 1d6 of them escape each round to assault and savage the flask's holder, squabbling over its control.

The flask can also be used to contain a single aspect of a demon lord, although to do so, it must first be emptied—a single demon lord aspect (regardless of that aspect's actual power) counts as all 100 demons the flask could normally store. The flask is particularly potent at capturing aspects—this was its original intent, after all. An aspect suffers a –10 penalty on the Will save to avoid being entrapped by the flask.

Overwhelming conjuration (chaos, evil); CL 25th; Weight 1 lb.

uses her Charisma score to determine bonus spells per day and spell saving throw DCs. She cannot spontaneously cast *cure* or *inflict* spells, nor can she turn or rebuke undead. Most lilitus have access to the Demonic and Trickery domains. The Radiant Sisters are an exception. As the favored agents of Malcanthet, they are allowed to choose their domains from any she normally grants her clerics—Chaos, Evil, Temptation, and Trickery.

Poison (Su) Stinger—Injury, Fort DC 21, 2d6 Wis/1d4 negative levels. The save DC is Constitution-based.

Shroud Alignment (Ex) Spells and spell-like abilities that have the good descriptor treat a lilitu as if her alignment was good. Magic items are similarly fooled.

Temptation Granted Power As long as Crimson wears no armor, she gains a +2 competence bonus on Charisma-based checks opposed by female creatures, and the save DC for any mind-affecting spells or abilities she uses against female creatures increases by 1.

Vulnerable to Divine Magic (Ex) A lilitu's heretical nature renders her particularly susceptible to divine magic. She makes all saving throws against divine magic with a –2 penalty, and checks made to overcome her spell resistance with a divine spell gain a +4 sacred bonus.

Peloran Heretics, vampire monk/shadowdancers (6): hp 90 each; *Monster Manual* 251.

Development: Assuming the PCs return to Malcanthet's palace with Crimson in tow, demons bow and clear the corridors ahead of them. Reaching Malcanthet's pleasure dome is a simple task this time, almost as if the halls of the structure themselves are twisting to aid the journey. When the PCs arrive, they find Malcanthet still lounging in her fleshy throne, but the room has been cleared of all other occupants save for the twelve other Radiant Sisters, all of whom stand in an arc before their queen. Malcanthet stares at Crimson, and the PCs might feel something happening: telepathy? Pure hate? Reconciliation? The answer becomes apparent soon enough, as with a barely perceptible nod, Malcanthet sends the other twelve Radiant Sisters to work. The execution takes an excruciatingly long time, since the Radiant Sisters can't easilly penetrate Crimson's damage reduction (unless one of them beheads her), but since Malcanthet's presence holds the outcast lilitu motionless, it's just a matter of time until Crimson has been reduced to gory ribbons. The remaining twelve bow to their queen, and with a few sly looks and winks to the PCs, teleport away.

Malcanthet turns to address the PCs at this point as a small army of deformed rutterkin servants skitter into the room to clean the bloody mess with their tongues.

"You may have the mad wizard's flask," Malcanthet says in a voice that sounds almost tired. With a flick of the wrist, she carelessly tosses the artifact across the room; it clangs as it strikes the floor, bounces, and then finally rolls to a stop.

"A pity. I'll miss Crimson, but she had it coming. I'm sure the sisters will find a replacement for me to try out soon enough." She smiles again. "You might not want to be here when they get back. You're too fragile to get caught up in that. And I'm sure you've got other things to take care of before you head up to Gaping Maw, now, don't you my dearies? Move along now. We'll have a chance to talk again later. In the meantime, I'm sure your friend Iggwilv will have a few nominees to use that flask on, hmm?"

PART FIVE: THE BLOOD SHALLOWS

To most sages, the Abyssal layer known as the Blood Shallows is a footnote at best. But Iggwilv knows better. Long ago, this marshy realm was one of many ruled by the obyrith lord and one-time Prince of Demons, Obox-ob. When he was killed by the Queen of Chaos, several of his aspects were all that remained. The Queen of Chaos hunted down as many of these aspects as she could, but she missed one. That aspect retreated to the depths of the Abyss, to the 663rd layer, and there on Zionyn this aspect has slowly returned to its previous power.

Such is relatively common knowledge in the Abyss today, yet what is not is that a second aspect escaped the queen's rampage so long ago. This second aspect escaped her notice by entering a state of imprisonment at the heart of the Blood Shallows. Yet once the Queen's rampage was over, none remained who remembered, and the knowledge of this imprisoned aspect faded. Iggwilv first heard clues of the aspect's existence from an ancient and half-insane baernaloth she encountered on one of her journeys through Hades, and over the years she's uncovered numerous other bits of supporting evidence to further prve it. She's not completely convinced there's an aspect of Obox-ob trapped here, but she does know that Demogorgon has seized one of the largest hills in the Blood Shallows, a place called Feedgut, to serve as the site for a storehouse and depot for war supplies. At the very least, a raid on Feedgut can damage his army's supply lines.

Once the PCs secure the *Iron Flask of Tuerny the Merciless*, Iggwilv feels confident enough to tell them of her suspicions about the imprisoned aspect. Her research indicates that casting a *freedom* spell atop Feedgut should be enough to release the aspect, and if the PCs are quick, they can then capture the aspect in the *Iron Flask*, giving them a perfect method of transporting the aspect deep into Gaping Maw, where its release can do the most damage to Demogorgon. Unfortunately, the *Iron Flask* can only hold the single aspect; all other demons within the flask must be emptied first, and as long as Obox-ob is trapped inside, it cannot be used to trap more demons. Iggwilv helpfully offers to take care of the demons currently trapped inside; otherwise the PCs will need to release and deal with them on their own.

A DC 30 Knowledge (the planes) check reveals that the Blood Shallows are the 81st layer of the Abyss. Demogorgon stages and trains entire legions here, though like the many other demon lords who have tried before him, he's never been able to seize control of the layer. The commonly held belief is that this is simply one of those layers the Abyss itself doesn't want controlled, but in truth, it is in fact "controlled" in secret by the imprisoned aspect of Obox-ob.

The layer is notable for its white sky and blue clouds, and for its acidic, blood-red waters. The layer is largely marshland, and areas of high ground are redoubts of petty demon lords, generals, or bitter obyriths. This high ground is valuable because the water is so painful and largely useless. Touching the water reveals its acidic nature; wading through it or falling into it deals 3d6 points of acid damage per round. The River Styx passes along the edge of this, so the PCs can sail the *Sea Wyvern* there with ease, but bringing the ship into the sodden lands of the blood-red marsh is a poor choice, as the acidic water swiftly eats through a ship's hull.

If the PCs cannot cast *freedom* themsleves, Iggwilv is willing to part with a scroll of *freedom* from her own library. If no one can even cast spells from a magic scroll, she rolls her eyes in exasperation and sends her only loyal apprentice, Landerbold, along to cast the spell from the scroll for them.

Feedgut (EL 19 or 22)

The tallest hill on this relatively small layer is indeed Feedgut. Roughly 10 miles square and half-covered with tents and barracks, the other half is given over to diseased-looking scrubland, drill grounds, and storehouses for supplies. Demogorgon stockpiles both supplies and troops here, most notably a group of enormous demons known as goristros. Dozens of other demons dwell here as well—mostly babaus, rutterkins, and barlguras—waiting not-so-patiently for the call to war but afraid to desert the army as long as Gorgant remains in charge.

Creatures: Gorgant the Two-Faced, an aspect of Demogorgon, is a horrible result of Demogorgon's early work in demonic growth and hybridization. He has two heads fused together at the back, giving him two faces looking front and back. One of his snouts is full of shark-like serrated teeth, while the other is less monstrous and is capable of normal speech. His body is covered in a mixture of scales and tough, bristly fur, which forms a sort of mane between his two skulls. His tentacular arms end in immense pincers. Gorgant speaks with a stereophonic, gurgling voice, and his eyes perpetually weep blood. In combat, Gorgant attacks with his claws, a single bite, and two ranged touch attacks.

As the final ritual to activate the savage tide grows near, Demogorgon hasn't paid much attention to this small outpost. As a result, Gorgant has grown lax with his duties. He often sends the retrievers out into the marshland to nearby hills to torment and capture the demons that have claimed them, or summons demons himself to torment. As a result, the PCs should have a relatively easy time approaching his tent.

Though the party could attack the army single-handedly in an attempt to take out Gorgant and thus rout the army, there is another way to disrupt the supply post, one that in some ways might be more dangerous but is certainly more devastating to the complex. The PCs can use a *freedom* spell to release the entrapped aspect of Obox-ob.

To cast this spell, the PCs must be in range of the central supply building, as it was on this site that the aspect imprisoned itself so long ago. It should be a relatively simple task for the PCs to reach this location, since the demons in the camp aren't very attentive. When the spell is cast, the entire hill begins shaking and rumbling. The demons begin to panic and too late realize they've been invaded. Before any of the demons can act, a towering tangle of chitinous limbs, writhing insect arms, stinging tails,

and a horrific stalk terminating in a three-faced, one-mouthed nightmare erupts from the ground in a shower of stone and soil.

The aspect of Obox-ob has atrophied mentally over the eons, and while it retains its mental statistics, it's initially overwhelmed with a tremendous rage and urge to destroy. It spends the first round ruining the building atop its grave, and then moves on to nearby tents and demons. If the PCs wish to let the aspect ruin the place, they can simply retreat to the safety of a nearby hill and watch the fun.

If you wish, you can provide the PCs with the stats for Obox-ob's avatar, and allow them to decide what actions the destructive demon lord takes each round. In 1d6 rounds, Gorgant himself arrives on the scene to attempt to slay the monster—rather than face Demogorgon's punishment for failure, Gorgant fights to the death, be his foe the PCs or an aspect of an obyrith lord.

GORGANT, THE TWO-FACED **CR 19**

Aspect of Demogorgon

CE Large outsider (chaotic, evil, tanar'ri)

Init +8; **Senses** all around vision, darkvision 60 ft., enhanced detection, low-light vision; Listen +31, Spot +39

Languages Abyssal, Common, Draconic, Undercommon; telepathy 200 ft.

AC 38, touch 13, flat-footed 34 (–1 size, +4 Dex, +25 natural)

hp 348 (24 HD); fast healing 5; **DR** 15/cold iron and good

Immune charm, cold, confusion, electricity, poison

Resist acid 20, fire 20; **SR** 30

Fort +24, **Ref** +20, **Will** +20

Spd 40 ft.

Melee* 2 claws +32 (1d12+29/19–20) and bite +30 (1d8+22)

Ranged 2 blood tears +27 touch (3d6 acid)

Space 10 ft.; **Reach** 10 ft.

Base Atk +24; **Grp** +42

Atk Options Cleave, Improved Sunder, Power Attack

Special Actions *summon tanar'ri*

Spell-Like Abilities (CL 20th)

At will—*clairaudience/clairvoyance, darkness, desecrate, detect thoughts* (DC 28), *fly, greater magic fang, greater teleport, heat metal, telekinesis* (DC 31), *warp wood* (DC 28)

3/day—*fear* (DC 30), quickened *flesh to stone* (DC 32), *greater dispel magic, magic missile, stone shape*

1/day—*baleful polymorph* (DC 31), *cone of cold* (DC 31)

*10-point Power Attack

Abilities Str 38, Dex 19, Con 30, Int 22, Wis 14, Cha 23

SQ two brains

Feats Alertness, Cleave, Combat Reflexes, Improved Critical (claw), Improved Initiative, Improved Sunder, Multiattack, Power Attack, Quicken Spell-Like Ability (*flesh to stone*)

Skills Balance +31, Concentration +37, Diplomacy +37, Hide +27, Intimidate +33, Jump +45, Knowledge (arcana) +33, Knowledge (religion) +33, Listen +31, Move Silently +31, Search +41, Sense Motive +29, Spellcraft +37, Spot +39

All Around Vision (Ex) Gorgant's two faces grant him a +8 racial bonus on Search and Spot checks, and he can't be flanked.

Blood Tears (Su) Gorgant's eyes constantly weep bloody teardrops; he can squirt these acidic tears with a range increment of 30 feet, making up to two ranged attacks as a full attack action. A creature struck takes 3d6 points of acid damage, and then another 3d6 points of acid damage on the next round. Lawful or good creatures take an additional 2d6 points of unholy damage on the first round when they are hit by these tears.

Enhanced Detection (Su) Gorgant is constantly under the effects of *detect good, detect law, detect magic,* and *see invisibility.* These effects cannot be dispelled.

***Summon Tanar'ri* (Sp)** Once per day, Gorgant can automatically summon 1d4 hezrous or one marilith. This ability is the equivalent of a 9th-level spell.

Two Brains (Ex) Gorgant's two faces share the same personality and thoughts, but he still has two connected brains. He gains a +4 racial bonus on Will saves, a +2 racial bonus on Reflex saves, and is immune to charm and confusion effects.

ASPECT OF OBOX-OB **CR 22**

CE Huge outsider (chaotic, evil, obyrith)
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Init +7; **Senses** darkvision 60 ft., true seeing; Listen +36, Spot +36

Aura discordant drone (40 ft., Will DC 31), form of madness (120 ft., Will DC 31)

Languages Abyssal; telepathy 100 ft.

AC 41, touch 11, flat-footed 38

hp 455 (26 HD); fast healing 15; **DR** 20/cold iron and good

Immune disease, mind-affecting, poison

Resist acid 10, cold 10, electricity 10, fire 10; **SR** 35

Fort +28, Ref +18, Will +22

Spd 40 ft. (8 squares), climb 40 ft., fly 60 ft. (good)

Melee* 3 stings +31 (3d6+17/19–20 plus poison) and
bite +29 (2d6+11) and
tongue +29 (1d8+11 plus implant chaos)

Space 15 ft.; **Reach** 15 ft.

Base Atk +26; **Grp** +46

Atk Options Cleave, Flyby Attack, Power Attack

Spell-Like Abilities (CL 20th):
At Will—*astral projection, desecrate, detect good, detect law, giant vermin, greater dispel magic, greater teleport, telekinesis* (DC 23), *summon swarm, unhallow, unholy blight* (DC 22)
3/day—*creeping doom,* quickened *giant vermin, symbol of insanity* (DC 25) quickened *telekinesis* (DC 23)
1/day—*polymorph any object* (DC 26, into vermin shape only)

*5-point Power Attack.

Abilities Str 34, Dex 17, Con 36, Int 23, Wis 24, Cha 27

Feats Cleave, Dark Speech, Flyby Attack, Improved Critical (sting), Improved Initiative, Multiattack, Power Attack, Quicken Spell-Like Ability (*giant vermin, telekinesis*)

Skills Climb +41, Concentration +42, Hide +24, Intimidate +37, Jump +47, Knowledge (arcana) +35, Knowledge (religion) +35, Knowledge (the planes) +35, Listen +36, Move Silently +32, Sense Motive +36, Spellcraft +37, Spot +36, Tumble +34

Discordant Drone (Su) The cacophony of Obox-ob's chitinous body shrieking and wailing creates a zone of discordant noise whenever he moves at least 5 feet. All creatures within 40 feet when this drone is in effect must make DC 31 Will saves or be deafened and confused for 1 round. This is a mind-affecting compulsion effect. The save DC is Charisma-based.

Form of Madness (Su) Any creature within 120 feet that observes Obox-ob must make a DC 31 Will save. Failure indicates the creature's mind is forevermore haunted by Obox-ob's unholy shape. The affected creature must make a DC 31 Will save each time it tries to rest for the night to avoid suffering the effects of a *nightmare* spell (caster level 20th). In addition, the victim now interprets any threat as linked to Obox-ob and suffers a –4 penalty on all saving throws against fear effects. A creature immune to fear loses this immunity as long as he is affected by Obox-ob's form of madness. The victim automatically becomes shaken whenever he is within 30 feet of a vermin monster. This effect is permanent and is especially difficult to cure with magic. A *heal* or *greater restoration* can cure the effects if the caster makes a DC 30 caster level check. *Miracle* or *wish* automatically cures the condition.

A creature that makes this save is immune to Obox-ob's form of madness for 24 hours. This is a mind-affecting effect that does not affect

Gorgant

chaotic evil outsiders. The save DC is Charisma-based.

Poison (Su) Injury, Fortitude DC 36, initial and secondary damage 2d8 Intelligence drain. A creature drained to 0 Intelligence is immediately transformed into a fiendish monstrous scorpion of the same size as his previous form—the victim retains none of its previous abilities, intelligence, or memories. Only *miracle* or *wish* can reverse this fate. The save DC is Constitution-based.

Implant Chaos (Su) A creature that takes damage from Obox-ob's tongue attack must make a DC 31 Fortitude save. Failure indicates the tongue implants the victim with the raw stuff of chaos. The victim gains 1d4 negative levels per round as the chaos transforms his body and soul. Once the victim has a number of negative levels equal to his Hit Dice, the chaos consumes him utterly, leaving behind only his gear. A creature destroyed in this manner can only be brought back to life with a *miracle*, *true resurrection*, or *wish* spell, and even then the caster must make a DC 30 caster level check or the implanted chaos immediately begins to destroy the victim again as soon as he is restored to life. *Dispel chaos* halts the progress of the implantation, but does not restore lost levels. The save DC is Charisma-based.

Treasure: Even as an aspect, demons are greedy. Gorgant has been doing a bit of war profiteering and keeps the profits in a huge white chest made of viper tree wood in his tent. The chest contains 400 innocent souls (which resemble magical, aligned gems worth 500 gp each), and a *+4 thundering dwarven waraxe*, a suit of *+3 full plate armor*, a suit of *+3 improved silent moves leather armor*, a *+5 sunshield*, and a *staff of transmutation* (27 charges).

Development: The aspect of Obox-ob has no real means of leaving the Blood Shallows, so once it's left the camp in ruins, the PCs should be able to move in and capture him with the *Iron Flask of Tuerny*. Doing so is dangerous, since the aspect immediately attacks anyone it notices, and in order to use the *Flask*, the PCs need to enter the range of the aspect's form of madness. Fortunately, the flask is potent, and chances are good the PCs will be able to capture the aspect in only 1 or 2 rounds. The aspect shrieks in rage as it's pulled into the *Flask*, coiling and thrashing as it turns to black smoke and is pulled inside. Once it is captured, the *Iron Flask of Tuerny* periodically shakes and trembles, and now and then new dents appear in its surface. It's capable of holding the aspect indefinitely, but only just.

Retaliation (EL 22)

Demogorgon's agents are wily demons; at some point, they figure out what the party's planehopping and alliance-building means and try to stop the heroes with a brutal assault. This event occurs not long after they destroy the camp at Feedgut, but likely not until after the PCs finish their business with General Bagromar (assuming they tackle that mission within a few days of finishing off Feedgut).

The staging and timing of this retaliatory strike depends on you—it should occur at some point when the PCs are not on board the *Sea Wyvern*, both because the demons fear Charon and because they function best when their monstrous mounts have room to move.

Creatures: This force, sent by Demogorgon himself to destroy the upstarts and (hopefully) claim the *Iron Flask of Tuerny*, consists of a unique demon called Enderan and four undead stone giant fighters. These are juju zombies created by one of Demogorgon's cultists that retain their skills in life but augment them with necromantic unlife. All five ride atop immense tyrannosaurs that have been transformed into bodaks. This force is, in all, an EL 22 encounter, and can serve well as a climax for this adventure if you time it well. If you wish, you can even time the attack so it occurs at a point where the PCs can call upon one of their new allies; if you do, consider giving the PCs a printout of Iggwilv's, Orcus's, or Malcanthet's stats for them to run in the battle. Doing this removes much of the threat of the encounter, but gives the PCs an exciting chance to see their new allies in action.

Enderan is a monkey-headed, dragon-tailed blasphemy with rings of dragon-scales over its rolls of muscle. Its helmet is strange; one helm is clearly worn on its head; the second is empty but welded next to the first. This bizarre helmet, of course, symbolizes Enderan's servitude to Demogorgon.

As the bodak-mounted lancers approach, Enderan accosts the PCs, his voice thunderous and booming.

"We have chased you across the planes long enough, pests. Stop your pathetic attempts to defy the Prince of Demons, or we will run you down!"

This warning is little more than preamble, of course. Major Enderan and his undead minions attack an instant after his threat.

MAJOR ENDERAN **CR 19**

Unique demon
CE Large outsider (chaotic, evil, tanar'ri)
Init +1; **Senses** darkvision 60 ft., enhanced detection, scent; Listen +26, Spot +26
Languages Abyssal, Common; telepathy 100 ft.

AC 38, touch 10, flat-footed 37 (–1 size, +1 Dex, +15 natural, +13 armor)
hp 341 (22 HD); fast healing 10; **DR** 15/cold iron and good
Immune death effects, electricity, mind-affecting effects, poison
Resist acid 10, cold 10, fire 10; **SR** 30
Fort +24, **Ref** +14, **Will** +14

Spd 30 ft. (40 ft. unarmored)
Melee* *+5 unholy lance* +30/+25/+20/+15 (2d6+28/×3) and
sting +20 (1d6+9 plus poison) or
+2 keen lawful outsider bane bastard sword +27/+22/+17/+12 (2d6+20/17–20) and
sting +20 (1d6+9 plus poison)
Space 10 ft.; **Reach** 10 ft.
Base Atk +22; **Grp** +35
Atk Options Cleave, Mounted Combat, Power Attack, Ride-By Attack, Spirited Charge, Trample
Spell-Like Abilities (CL 20th)
At will—*darkness*, *desecrate*, *detect thoughts* (DC 18), *fly*, *greater teleport*, *telekinesis* (DC 21), *unhallow*
3/day—*cone of cold* (DC 21), *fear* (DC 20), quickened *haste*

*3-point Power Attack

Abilities Str 28, Dex 13, Con 33, Int 16, Wis 12, Cha 23
Feats Cleave, Mounted Combat, Power Attack, Quick Draw, Quicken Spell-Like Ability (haste), Ride-By Attack, Spirited Charge, Trample
Skills Balance +25, Climb +29, Concentration +36, Intimidate +31, Jump +33, Knowledge (architecture and engineering) +28, Listen +26, Ride +26, Sense Motive +26, Spot +26, Swim +24
Possessions *+5 full plate, +5 unholy lance, +2 keen lawful outsider bane bastard sword*

Enhanced Detection (Su) Enderan is constantly under the effects of *detect good, detect law, detect magic,* and *see invisibility.* These effects cannot be dispelled.
Poison (Ex) Injury—Fortitude DC 32 negates, 3d6 Con/3d6 Con. The save DC is Constitution-based.

Lemorian Lancer (4) CR 15

Male stone giant juju zombie fighter 5
NE Large undead
Monster Manual 124, *Unapproachable East* 66
Init +3; **Senses** darkvision 60 ft., low-light vision; Listen +2, Spot +19
Languages Common, Giant (cannot speak)

AC 37, touch 10, flat-footed 36
hp 145 (19 HD); **DR** 5/slashing
Immune electricity, *magic missile,* undead traits
Fort +13, **Ref** +8, **Will** +7

Spd 30 ft. (40 ft. unarmored), climb 20 ft.
Melee* *+3 lance* +26/+21/+16/+11 (2d6+34/19–20/×3) or *+2 greatsword* +24/+19/+14/+9 (3d6+31/19–20)
Ranged rock +17 (2d8+13)
Space 10 ft.; **Reach** 10 ft.
Base Atk +15; **Grp** +32
Atk Options Cleave, Mounted Combat, Power Attack, Ride-by Attack, Spirited Charge
Special Actions rock throwing
*5-point Power Attack

Abilities Str 36, Dex 16, Con —, Int 8, Wis 15, Cha 16
SQ rock catching, turn resistance +4
Feats Cleave, Combat Reflexes, Improved Critical (lance), Improved Initiative, Improved Toughness (+1 hp/HD), Mounted Combat, Power Attack, Ride-By Attack, Spirited Charge, Toughness, Weapon Focus (lance), Weapon Specialization (lance)
Skills Climb +33, Hide –6 (+2 in rocky terrain), Jump +25, Ride +18, Spot +19
Possessions *+5 full plate, +3 lance, +2 greatsword*

Bodak Tyrannosaurus (5) CR 14

Advanced bodak tyrannosaurus
CE Huge undead
Monster Manual 61, *Dragon Compendium* 176
Init +3; **Senses** darkvision 60 ft., low-light vision, scent; Listen +19, Spot +18

AC 25, touch 11, flat-footed 22
hp 180 (24 HD); **DR** 10/cold iron
Immune electricity, undead traits
Resist acid 10, fire 10
Fort +14, **Ref** +18, **Will** +10
Weakness sunlight vulnerability

Spd 40 ft.
Melee bite +27 (3d6+16)
Space 15 ft.; **Reach** 10 ft.
Base Atk +18; **Grp** +37
Special Actions death gaze

Abilities Str 32, Dex 16, Con —, Int 1, Wis 17, Cha 12

Feats Alertness, Improved Natural Armor (6), Improved Natural Attack (bite), Improved Toughness (+1 hp/HD)
Skills Listen +19, Spot +18

Death Gaze (Su) Death, range 30 feet, DC 23 Fortitude negates. The save DC is Charisma-based.

Flashbacks (Ex) At the start of an encounter, there is a 5% chance a bodak tyrannosaurus notices something about an opponent that causes it to recall its life (randomly determined if more than one opponent is present). If this happens, the bodak tyrannosaurus takes no action for 1 round and thereafter takes a –2 penalty on all attacks directed at that opponent.

Sunlight Vulnerability (Ex) A bodak tyrannosaurus takes 1 point of damage per round when exposed to sunlight.

PART SIX: PAZUNIA

The final mission Iggwilv suggests is one of the more dangerous, as it doesn't require the PCs to seek out one of Demogorgon's enemies. It asks them to tempt one of the Prince of Demon's own aspects to turn against its source. The previous missions can all be done with relative amounts of stealth, but once the PCs attempt this one, Demogorgon very quickly realizes what they're up to, and the call to war won't be long in coming. As a result, Iggwilv suggests they attempt this mission last.

In this mission, the PCs must infiltrate an immense encampment of demons under the command of one of two demonic clones of the Prince of Demons—General Bagromar. The camp is located in forbidding mountains about 2 miles from the fortress of Vanelon on the first layer of the Abyss, Pazunia. The River Styx flows a mere half-mile from the camp. From this point, it was easy for Bagromar to send his army into the field against one of Mammon's armies, a battle that the demon host won with ease. It also makes it a relatively easy camp for the PCs to reach.

Bagromar's Camp (EL 20)

Sprawled here in the mountains is a nightmare vista—a huge armed camp of demonic soldiers. Dozens of breeds of demon have been crammed into the strangely spiral-shaped camp. Within the camp thousands of demons, scream, fight among themselves, eat food that's still alive, and make a fiendish racket. The central section of the camp seems slightly more organized, containing several temporary buildings and round tents. At the exact center of the camp is a large tent—doubtless the abode of the army's commander.

General Bagromar does indeed wait within the large tent at the center of the camp. Despite the overwhelming presence of all these demons, the party should be able to bypass the pickets at the outskirts of the camp easily, putting them in the middle of 35,000 demons of various types. The most dangerous thing the PCs face initially as they step into the camp is the insanity ward—a network of hundreds of *symbols of insanity* (CL 20th) interspersed among the pickets. The best way to bypass these wards is to teleport past them, since flying into the camp draws too much attention—characters who fly are immediately confronted by a flight of a dozen vrocks who demand the PCs' reason for entering Bagromar's camp. The vrocks are, miraculously, still sated on mayhem from their recent triumph against Mammon's forces, and do not immediately attack. They do, however, quickly escort the PCs to one of the camp's commanding

General Bogromar

officers, a bloated balor demon named Dingoslag.

If the PCs attempt to teleport into the central section, they find that it is warded as well by an immense *dimensional lock*; attempts to teleport within fail, placing the PCs at the periphery of the teleport ward deep in the camp. And once the PCs are in the camp, it isn't long before a group of hezrous or a phalanx of tiefling blackguards intercepts them and brings them before Dingoslag.

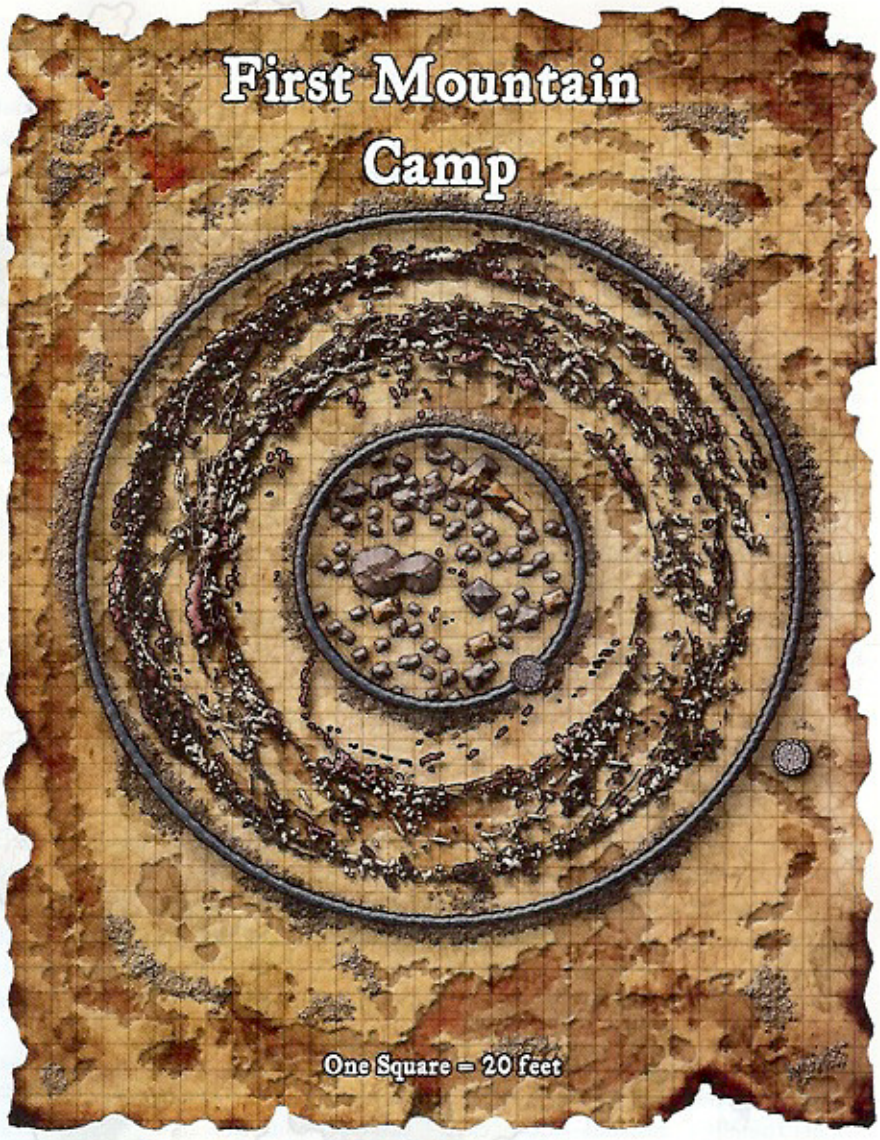
Creatures: Dingoslag is the camp's "minister of entrance," and it is his word that governs all requests to meet with the army's higher-up commanders. Most of his day is spent denying and then mocking conscripts seeking an audience with General Bagromar. As the PCs are brought before him, he puts on a show, appraising them with a cunning look.

"You're new, aren't you? No, let me guess. You're... cultists? No? Maybe blackguard recruits from Sigil? No, not quite scruffy enough. Maybe you're messengers from Mammon, with an offer of surrender?" He grins, then scratches his barrel-sized head. "I don't know. You must be on our side, though, right?"

Dingoslag isn't nearly as dumb as he acts. In fact, if the PCs try to Bluff, lie, or bribe him, he plays along. His job is to discourage those who seek to speak to Bagromar, a job he greatly enjoys. If the PCs ask for an audience with the general, Dingoslag shakes his head sadly.

"General Bagromar doesn't get a lot of visitors. His brother is the smoother talker, but Bagromar has just won a great victory in the Blood War. The slaughter was fantastic! Rivers of beautiful devilish ichor flowing along the field and all that. We defended our way of life from the enemy, I tell you. They'll be back, of course. The war just keeps going. I mean, it has for as long as I can remember. Always fighting. We never really stop. We don't really want to."

The hulking demon seems unsure of himself for a minute, then shakes himself. "Right, General Bagromar's tent. This way. We'll get there. Mind your step."



Of course, Dingoslag doesn't really intend to lead the PCs to General Bagromar—he wants simply to lead the PCs back out into the open so that when he attacks them, he'll have a nice audience to witness what he thinks will be yet another mighty victory for him. While combat in the middle of an army might seem to start things off on the wrong foot, violence in a demon camp isn't unusual. While the demons initially cheer for Dingoslag, when it becomes apparent that the PCs have the upper hand, they begin cheering for them instead. This unexpected turn of events raises Dingoslag's ire, and in a desperate attempt to regain his prestige, he fights to the death. Once the battle is over, the demons that have gathered lose interest, drifting back to their own idle fancies. From this point on, the PCs are free to wander through the camp without being accosted.

Dingoslag, balor demon: hp 290; *Monster Manual* 40.

Meeting Bagromar (EL 23)

If the party survives the encounter with Dingoslag intact and without angering the entire army, they may proceed to visit General Bagromar. Word of their triumph over Dingoslag spreads quickly, and none interfere as they approach the central tent. Bagromar's tent looks strangly shabby at first, patched with hairy and scaled pelts of all kinds, until one realizes that the walls of the tent are made from thousands of tanned devil

hides—bearded devil scales, the blue-white skin of bone devils, and even black feathered erinyes wings. The tent flap leading in seems to be either a pit fiend hide or a very good facsimile.

On either side of the entryway stand two nalfeshnee demons. Several glabrezus stand at the ready nearby. None of these demons bother the PCs, but they do keep an eye on them. This apparent lax attitude stems in fact from a mixture of fear and respect for Bagromar, who has on many occasions demonstrated his disdain for overly protective guards by eating his bodyguards alive.

Inside, Bagromar's tent has a thick, fancy carpet, a single large table made of interlaced black bones and pale wood, and a single chair in front of a golden-feathered wall. Standing at the table is the general himself, a creature that looks exactly like a one-headed Demogorgon: baboon head, tentacles, the mix of scaly and furred skin. The general idly consults a map with a measuring stick and dictates notes to three dretch scribes. They are scribbling furiously. As the PCs enter, Bagromar blinks, then waves them over to the table. Before the PCs have a chance to speak, he distractedly greets them in Common. "Yes, yes. You're the ones who just murdered Dingoslag. What do you want from me?"

Let the PCs present their case to Bagromar, and if they mention Tetradarian, Bagromar snorts in derision before replying.

"You are very brave or very foolish to come here, to suggest to me to turn against my brother, to turn traitor to the Prince of Demons, my maker. My agents and His agents have sought you everywhere, and now you just fall into my lap. Forgive me if I am suspicious.

"But still, you could be useful to me. My cursed brother has resisted the consolidation of our armies under my command. Despite my continued success in the Blood War, he would rather plot and play at his games. While I am out on the field, murdering for our maker's glory! It sickens me. Yet what is to be done?"

At this point, the PCs are in dangerous territory. The wrong inflection, the wrong tone, and General Bagromar could decide that it's best to kill these upstarts and parade their corpses before Demogorgon for his own glory. At this point, the PCs can make a Diplomacy check; the character with the highest score makes the initial check, and the others can aid this roll. The roll itself is opposed by Bagromar's Diplomacy check. If the PCs show Bagromar that they have the *Iron Flask of Tuerny* and indicate that they'll use it if he doesn't go along with the plan to undermine Tetradarian's forces, they gain a +10 bonus on their roll. If they can prove their allegiance to Iggwilv in some manner, they gain another +10 bonus to the roll. If they can prove their alliance with the Court of Stars, they gain another +10 bonus. Finally, if they can prove that they've even enlisted Orcus to their cause, they gain a +15 bonus on the roll.

With a success, Bagromar falls silent, then nods once and says simply, "Consider it done. Now leave, before common sense returns!" If they fail, Bagromar decides that parrading their corpses is the best move after all, and with a growl, he attacks.

General Bagromar **CR 23**

Clone of Hethradiah

Fiendish Codex I 61

CE Huge outsider (aquatic, chaotic, evil, tanar'ri)

Init +12; **Senses** darkvision 60 ft., true seeing; Listen +38, Spot +38

Languages Abyssal, Aquan, Common; telepathy 300 ft.

AC 48, touch 11, flat-footed 45; Dodge, Mobility

hp 499 (27 HD); fast healing 10; **DR** 20/cold iron and good

Immune electricity, poison

Resist acid 10, cold 10, fire 10; **SR** 36

Fort +29, **Ref** +23, **Will** +21

Spd 35 ft. in breastplate (50 ft. base), swim 50 ft.

Melee 2 tentacles +39 (1d8+14 plus rot) and bite +35 (2d6+7) and tail slap +35 (2d6+7 plus energy drain)

Space 15 ft.; **Reach** 15 ft.

Base Atk +27; **Grp** +49

Atk Options Combat Expertise, Spring Attack, Whirlwind Attack

Special Actions gaze attack, *summon tanar'ri*

Spell-Like Abilities (CL 20th)

At Will—*astral projection, contagion* (DC 22), *desecrate, detect good, detect law, fly, greater dispel magic, greater teleport, project image, telekinesis* (DC 24), *unhallow, unholy blight* (DC 23)

3/day—*feeblemind* (DC 24), *symbol of death* (DC 27)

1/day—*dominate person* (DC 28)

Abilities Str 38, Dex 27, Con 38, Int 26, Wis 22, Cha 28

SQ amphibious

Feats Alertness, Combat Expertise, Combat Reflexes, Dark Speech, Dodge, Improved Initiative, Mobility, Multiattack, Spring Attack, Whirlwind Attack

Skills Bluff +39, Concentration +44, Diplomacy +43, Intimidate +41, Jump +52, Knowledge (arcana) +38, Knowledge (history) +38, Knowledge (nature) +38, Knowledge (the planes) +38, Listen +38, Move Silently +38, Search +38, Sense Motive +36, Spellcraft +40, Spot +38, Swim +52

Possessions *+5 heavy fortification breastplate*

Energy Drain (Su) Any living creature hit by Bagromar's tail slap gains 1d4 negative levels. For each negative level bestowed, Bagromar heals 5 points of damage. If the amount of healing is more than the damage he has taken, he gains any excess as temporary hit points. It's a DC 37 Fortitude save to remove these negative levels.

Gaze Attack (Su) Bagromar's gaze is the equivalent of an *insanity* spell (Will DC 32 negates) with a range of 30 feet.

Rot (Su) Any living creature touched by Bagromar's tentacles must succeed at a DC 37 Fortitude save or its flesh and bones begin to rot. The creature takes 1d6 points of Constitution damage immediately and 1 point of Constitution damage every hour thereafter until it dies or a *remove disease* spell is cast. The spell stops further damage, but lost Constitution points return only with natural healing and cannot be restored with magic.

***Summon Tanar'ri* (Sp)** Once per day Bagromar can automatically summon 1d8 vrocks, 1d6 hezrous, 1d4 glabrezu, 1d3 nalfeshnees, 1 marilith, or 1 balor

Amphibious (Ex) Even though Bagromar has the aquatic subtype, he can survive indefinitely on land.

Tactics: Attacking and killing Bagromar is certainly one way to throw chaos into Demogorgon's army, but such an assault is close to suicide. The PCs have only three rounds to take down the general before he realizes that they may be tougher than he feared, at which point he roars out commands for his soldiers to come to his aid. Every round thereafter, more demons arrive to join the fight—the teleport wards ironically preventing them from teleporting in to aid their commander. On round four of the fight, six glabrezu arrive. On round six, four nalfeshnee appear. On round eight, a pair of mariliths arrive. This pattern repeats every other round until the PCs die or flee—the number of these demons in the camp is effectively infinite.

If the PCs manage to defeat Bagromar, the camp erupts into chaos. Any demons remaining in the tent continue their fight against the PCs, but no more demons join the battle—the others are more interested in escaping the wrath of mortals powerful enough to destroy Bagromar.

Treasure: It's unlikely, but if the PCs get a chance to search Bagromar's tent, they discover that while the tent contains no coinage or cache of gems, there are three great treasures within, all well hidden.

The measuring stick that Bagromar was using is in fact a *+4 anarchic keen greatsword* disguised by a *persistent image* (CL 20th).

Embedded in a lump of clay and used as a paperweight is a *major ring of spell storing* that contains two *commune* spells.

Finally, the table bears an order of battle for the armies of Tetradarian, Bagromar's rival, and a set of reports from spies within his camp. This could be very useful when assaulting Gaping Maw in the next adventure.

CONCLUDING THE ADVENTURE

This adventure's construction is modular—the PCs can tackle the various missions to gather their army in any order. Once they've completed all of these missions, a short amount of time passes while Orcus and Gwynharwyf ready their armies, Malcanthet readies her final secret plans, and Bagromar begins his plots against his brother. This final stretch of downtime is the last the PCs will have in this campaign; encourage them to spend it well. If they wish, any of their allies allow them to spend that time nearby, although in some cases (notably Orcus and Malcanthet), remaining in their vicinity is not a very safe choice. Returning to Farshore to spend these last few days in the company of friends and relative safety is likely the best option.

For once the call to war goes out, the final battle will come quickly indeed.

APPENDIX: NEW MONSTERS

Charon

He appears out of the mist, standing silently at the stern of a twisted and gothic skiff. Dressed in dark tattered robes, his hands are old and withered. The hood hangs low over his face, obscuring all but a pair of sinister glowing eyes.

CHARON **CR 22**

NE Medium outsider (extraplanar, evil, yugoloth)

Init +13; **Senses** darkvision 180 ft., true seeing; Listen +40, Spot +40

Aura fear gaze (90 feet, DC 30)

Languages all; telepathy 100 ft.

AC 42, touch 29, flat-footed 33 (+9 Dex, +13 natural, +10 deflection); Dodge, Mobility

hp 465 (30 HD); **DR** 20/good, epic, and silver

Immune acid, cold, poison

Resist fire 10, electricity 10; **SR** 33

Fort +28, **Ref** +28, **Will** +26

Spd 40 ft., swim 60 ft., water walking

Melee* *+5 quarterstaff* +33/+28/+23/+18 (1d6+15 plus stunning) and *+5 quarterstaff* +33/+28 (1d6+12 plus stunning) or touch +35 (forgetfulness)

Ranged *flask of forgetfulness* +39 (forgetfulness)

Base Atk +30; **Grp** +35

Atk Options Cleave, Improved Bull Rush, Power Attack

Special Actions *animate Styx, summon yugoloth*

Spell-Like Abilities (CL 22nd)

At will—*death knell* (DC 17), *deeper darkness, discern lies, haste, fly, greater invisibility* (self only), *greater teleport, speak with dead* (DC 18), *true resurrection*

3/day—quickened *feeblemind* (DC 20), *mind fog* (DC 20)

1/day—*power word stun, wish*

*5-point Power Attack

Abilities Str 20, Dex 28, Con 32, Int 30, Wis 25, Cha 20

SQ immortal, prescient deflection, sure-footed

Feats Cleave, Dodge, Improved Bull Rush, Improved Initiative, Improved Two-Weapon Fighting, Iron Will, Lightning Reflexes, Mobility, Power Attack, Quickened Spell-Like Ability (*feeblemind*), Two-Weapon Fighting

Skills Balance +46, Concentration +44, Diplomacy +42, Hide +42, Intimidate +38, Knowledge (arcana) +43, Knowledge (geography) +43, Knowledge (history) +43, Knowledge (local) +43, Knowledge (religion) +43, Knowledge (the planes) +43, Listen +40, Move Silently +42, Profession (sailor) +40, Sense Motive +40, Sleight of Hand +42, Spot +40, Tumble +42, Swim +13

Possessions *+5 quarterstaff*

***Animate Styx* (Sp)** Up to three times per day, Charon may cause the waters of the River Styx to animate, up to a range of 300 feet. This creates a creature identical to an elder water elemental (*Monster Manual* 100) with 312 hit points, save that each time it touches a creature, that creature must make a DC 27 Will save or be feebleminded, as the spell. Charon can telepathically direct the actions of an animated Styx elemental as a free action.

Fear Gaze (Su) Panic for 1d10 rounds, 90 feet, Will DC 30 negates. Charon can activate or suppress this ability as a free action. The save DC is Charisma-based.

Flask of Forgetfulness (Su) As a free action once per round, Charon can cause a crystal flask filled with the waters of the River Styx to appear in his hand. He can throw this flask as a grenadelike weapon. Any creature struck or affected by the flask's splash must make a DC 30 Will save or be feebleminded. The save DC is Charisma-based.

Forgetfulness (Su) Any creature touched by Charon must make a DC 30 Will save or be feebleminded. The save DC is Charisma-based.

Immortal (Ex) Charon is unique in that his existence is tied to the River Styx and the lives of all living creatures. As long as at least one creature remains alive in the multiverse, the River Styx continues to flow and Charon cannot permanently die. If he is slain, he melts away into a puddle of black water that seeps into the ground to rejoin the River Styx. Charon reforms fully healed 24 hours later at the source of the River Styx. Each time Charon is reborn in this manner, the River Styx infuses him with more of its eldritch power, effectively advancing his Hit Dice by 2 with each resurrection (along with the appropriate increases to base attack, saves, feats, skill ranks, and ability score increases). This increase in power persists until Charon defeats the fool who slew him in his previous incarnation, or until that fool is slain by other means. There is no upper limit to how powerful Charon can temporarily become in this manner—and it is this unique form of immortality that makes him such a feared figure in the underworld.

Prescient Deflection (Su) Charon gains a deflection bonus to his Armor Class equal to his Intelligence modifier.

Stunning (Ex) A creature struck by Charon's quarterstaff must make a DC 36 Fortitude save or be stunned for one round. The save DC is Constitution-based. Charon can only stun one target a round in this manner.

***Summon Yugoloth* (Sp)** Once per day, Charon may summon 2 nycaloth commanders (*Monster Manual III* 203) or 2d6 marraenoloths (*Monster Manual II* 203). This ability is equivalent to a 9th-level spell.

Sure-Footed (Ex) Charon cannot be bull-rushed, tripped, or knocked prone.

True Seeing (Su) Charon is under the constant effect of *true seeing*; this ability cannot be dispelled.

Charon is a unique yugoloth, lord of the Styx from end to end. He hates and pursues wastriliths and other outsiders who interfere with his river, and demands payment from all who use its plane-hopping properties for their own gain. Charon has sworn fealty to Hades, god of the Underworld, and transports souls from the Olympian pantheon to the Grey Wastes as one of his duties. It is thought that he is given some portion of the souls of the dead as payment for this service, and that this is a source of his strength.

Usually heavily cloaked and hooded, Charon is a very thin humanoid, roughly 7 feet tall and weighing just 240 pounds, most of it powerful muscle. He has bony clawed hands and webbed feet, as well as eyes that glow orange deep within his cloak None alive nor dead have seen him without his hood in place.

Charon is self-serving, cunning, and deceptive, rarely working to anyone's good but his own. He manipulates and threatens as a matter of course, and understands neither pity nor mercy. When enraged he often creates plots that unfold months or years later in devastating revenge.

Charon lives in the Grey Wastes of Hades, rallying the yugoloths, always striving to keep the Blood War raging (as it weakens the yugoloth's greatest foes and provides a constant influx of souls to bring to Hades). He often cooperates with other yugoloth lords: perhaps the pressure on the yugoloths from two sides compels great comity. Among his minions, the marraenoloths, he expects flawless obedience to his wishes. He ignores most mortals, except those he finds useful as tools.

Charon has all the treasures of the dead, aeons of tolls, and more wealth in his riverside hovel hidden in the Grey Wastes, but he rarely carries more than a few pink and yellow diamonds with him worth 24,000 gp in all.

Charon's real wealth is kept as souls given physical form as collections of like items from wildly different styles, materials, and periods. This might be a group of jewel-encrusted daggers, worn copper coins, or ordinary wineskins. Each of these items is taken from someone he ferried across the Styx to the afterlife, and their value is not in their workmanship or materials, but in the fact that each is imbued with a fragment of the owner's soul. As a result, each of these items can act as a *speak with dead* spell for 11 questions or as a *commune* spell for a single question.

Stygian Linnorm

This immense dragon has no wings and no back feet, yet it remains ferocious and horrifying. Its front arms end in webbed talons, and its snout is long, narrow, and crocodilian. Horns curl back from its head, and its entire body is colored in shades of gray.

Stygian Linnorm **CR 16**

NE Gargantuan dragon (extraplanar)

Init +0; **Senses** blindsense 120 ft., darkvision 120 ft., keen senses; Listen +26, Spot +26

Languages Abyssal, Draconic

AC 33, touch 6, flat-footed 33 (–4 size, +27 natural)

hp 243 (18 HD); **DR** 15/magic

Immune acid, mind-affecting effects, sleep, stygian forgetfulness, paralysis effects

SR 31

Fort +18, **Ref** +11, **Will** +16

Spd 30 ft., fly 60 ft. (good), swim 60 ft.

Melee bite +27 (4d6+13 plus poison) and 2 claws +25 (2d6+6) and tail sweep +25 (2d8+19)

Space 20 ft.; **Reach** 20 ft.

Base Atk +18; **Grp** +43

Atk Options Cleave, Flyby Attack, Improved Bull Rush, Power Attack, Snatch, crush, stygian splash

Special Actions breath weapon

Spell-Like Abilities (CL 18th, +14 ranged touch)
At will—*fly*, *control water*
3/day—*dimension door*, quickened *enervation*, *feeblemind* (DC 21), *destruction* (DC 23)

Abilities Str 36, Dex 11, Con 24, Int 11, Wis 20, Cha 22

Feats Cleave, Flyby Attack, Improved Bull Rush, Multiattack, Power Attack, Quicken Spell-Like Ability (enervation), Snatch

Skills Concentration +28, Intimidate +27, Knowledge (the planes) +21, Listen +26, Spot +26, Swim +42

Environment the River Styx

Organization solitary, pair, or family (3–6)

Treasure double standard

Advancement 19–30 HD (Gargantuan), 31–54 HD (Colossal)

Breath Weapon (Su) Cone of acidic water from the River Styx 60 feet long, once every 1d4 rounds, damage 12d6 acid, Reflex DC 26 half; effective both on the surface and underwater. Any creature that takes damage from this breath weapon must also make a DC 15 Will save or

be feebleminded. The Reflex save DC is Constitution-based, but the Will save DC is static.

Crush (Ex) A flying or jumping stygian linnorm can land on opponents three or more size categories smaller than itself as a standard action. A crush attack affects as many creatures as can fit under the linnorm's space. Creatures in this area can attempt a DC 26 Reflex save to avoid being pinned and taking 4d6+19 points of damage. If the linnorm chooses to maintain the pin, treat is as a normal grapple attack. Pinned opponents take damage from the crush each round if they don't escape.

Keen Senses (Ex) A stygian linnorm sees four times as well as a human in low-light conditions and twice as well in normal light.

Poison (Ex) Injury, DC 26 Fortitude negates, 3d6 Wisdom/3d6 Wisdom. The save DC is Constitution-based.

Stygian Splash (Ex) Stygian linnorms are immune to the effects of the River Styx, and rarely leave these waters. As long as they're in the River Styx, or for up to a minute after they leave the waters, the river's water drips from their bodies. Each time a dripping stygian linnorm hits a target, or each time a creature touches the linnorm, the creature must make a DC 15 Will save or be affected by *feeblemind*.

Linnorms are powerful, almost primeval or prehistoric dragons, and the stygian linnorm is no exception. Generally found only along the banks of the River Styx, these dangerous predators occasionally ally with other powerful entities to serve as guardians, but even then are nearly impossible to control.

Rarely, a stygian linnorm can be encountered in waters other than the River Styx, althogh encountering one of these creatures in waters beyond the lower planes is exceedingly rare. A stygian linnorm encountered out of the Styx loses its stygian splash extraordinary ability, but is otherwise unharmed. Driven by a need to gather treasure, displaced stygian linnorms enjoy convincing lesser races (particularly ogres and trolls) that they are gods deserving of tribute.

Since a stygian linnorm can use *fly* as a spell-like ability at will, they are rarely, if ever, encountered without this spell in effect. In combat, a stygian linnorm almost always opens by using a quickened *enervation* against the most dangerous-looking foe, followed by a breath weapon attack (or *destruction*, when faced with only a single foe). The linnorm then moves in to melee its enemies, generally saving its spell-like abilities for use against more mobile foes who can stay out of the monster's reach. A stygian linnorm rarely fights to the death (unless it's guarding its treasure), but rather uses dimension door to flee if it isbrought below 50 hit points.

For more information about linnorms in general, see "The Ecology of the Linnorm" in issue #357 of DRAGON, or consult pages 140–144 of the *Monster Manual II*.

Wolfgang Baur is a noted adventure designer and the author of "Expedition to the Demonweb Pits" and "Castle Shadowcrag," his two most recent adventures. He discusses his freelance work and upcoming patron projects at wolfgangbaur.com.

HANDLING EPIC GOOD GUYS

BY WOLFGANG BAUR
BY KYLE HUNTER

Would you like to have Tenser or Mordenkainen show up and talk to the PCs in your next game session? How about Bahamut providing a bit of ancient dragon lore, or a prophecy from Morwel, Queen of Stars? These are names that your players probably know, and they are great characters, but they're a little tricky to handle in the game.

How do you put high-powered good, neutral, or even evil NPCs in your game, without throwing the session completely out of whack?

THE ARCHMAGE

As a DM, I realized fairly early on that using epic good guys (EGGs) or just plain legendary figures was a good idea; they gave me a voice as a beginning DM to tell the party where to go, and gave characters an idea of just how powerful they could become.

A character that made a big impression on the players in my junior-high-school campaign wasn't a major villain (they tended to chop those up in a hurry), but rather the archmage of the kingdom. The archmage idea was swiped more or less wholesale from Fritz Leiber's Sheelba of the Eyeless Face and Ningauble of the Seven Eyes, the rival mages of Lankhmar who are the patrons of Fafhrd and the Grey Mouser.

Well, in my case, the archmage wasn't quite as creepy as Leiber's and

was named Allain of the Green Tower. The PCs got an invitation to visit him, were shown into the archmage's chambers by a summoned angel, and were quickly told that Allain needed heroes, and lots of them. He was the perfect adventure-dispensing patron, and his role grew with the campaign. Every time a new adventure began, it was because the archmage sent them a note.

Many years later, I look back and see that as legendary figures go, this is a fairly modest one. You can make a much bigger splash with an NPC. Here are four ways to make the archmages, high priests, warrior kings, demigods, dragons, and thief lords in your campaign stand out.

IMPRESSIONS AND RESPECT

One nice thing about major NPCs from a DM perspective is that they require almost zero mechanical prep time. The PLANESCAPE stat-line approach is about right: give the NPC a name, race, sex, class, level, and alignment—and leave it at that. Don't bother with the *Epic Level Handbook*. The real work in setting up a good first impression is to make sure that the NPC looks and acts epic on first acquaintance. You need great flavor for these characters, rather than great crunch. Below are four quick ways to think about that, which apply to all NPCs but should be made especially clear for epic good guys.

Titles and Appearance: If the NPC does something original, shows off chaos magic, or simply has a strange physical appearance, it sets him or her apart from a standard member of the class or race. Imagine a sorcerer with a dragonne, a lantern archon, or a modron as a familiar. It's impressive, it hints at the character's background, and it makes a PC think.

To get away from arcanists for a minute, you might consider giving your epic NPC a title that his servants shout when the party arrives. If the party visits a nameless, untitled high priest who just wants the standard money for a *raise dead*, well, the game moves on quickly but you've missed an opportunity to create an interesting character, a high priest with his or her own agenda and power base.

A title is a shorthand for power. Imagine the party visiting the Lord of the Nine Celestial Psalms, or the Keeper of the Doors of Hell, or the Anointed Mother of the Tree of Life. Those high priests' titles give them some authority when they ask for a *geas/quest* as the price of that spell. To drive the point home to the players, have the epic NPC insist on being calling "Undying Highness" or "Your Scarlet Glory" or "Your Dark Majesty." Even a simple "Archmage," "Lord," or "Mother Superior" carries a fair bit of psychological weight.

Scenery and Trophies: The obvious solution is to impress PCs with wealth and power in architecture and design. You don't want to turn your game into *Architectural Digest*, but pointing out that the NPC owns the whole city, or lives in a cave with portals to a hundred planes, or has a castle whose towers are topped with dragon skulls... that makes an impression. Think up something special about the epic good guy's home or fortress.

Skulls are a great trophy, but for the good guys, consider other marks of distinction. A demon's hide, the broken staff of a Red Wizard, the shattered holy symbol of an archpriestess of Lolth—they might be paperweights that this NPC keeps around. If you really want to draw attention to an item, make mechanics help you highlight it: let the party make a Spot roll, or ask for Knowledge rolls based on history, the planes, and religion.

Magic Items: Hey, if you're epic you can pull a lot of original spells and resources from that *bag of holding* you have sewn into your pockets. Visible and obvious items like a *helm of brilliance*, a *robe of the archmagi*, or even a *hammer of thunderbolts* make it clear to the party that the NPC has wealth and power. Pick out an item or two for the NPC to display ostentatiously, and one less-powerful item that he offers to the party.

Minion Power Levels: If the party is 8th- or 9th-level and the ghoul king's many servants are all morghs and vampires, they may get the idea that the ghoul king is more powerful than they are. It's the same for any major NPC; their minions, servants, and henchman should all be at a level that is challenging or overwhelming for the PCs. At 1st level, that might mean that the NPC has gargoyles or hill giants as enforcers; at 15th level, it might mean planetars or titans.

The obvious question when the party meets the paragon legendary archmage is, "Why do you need us?" And the answer is usually, "I'm fighting bigger fiends, but someone needs to go on this journey or clear this dungeon to help the locals." The legendary demigod doesn't have time to clear the Caves of Chaos himself, but he does have time to ask the PCs to take care of it. This both establishes the EGG as a bigshot and provides the heroes with a straightforward goal.

Other times, the situation is exactly reversed. The NPC has something that the party wants: magic or information, most of the time. To get it, they must win the NPC over in a hurry. You could use Diplomacy checks, but it's more fun for the party to prove their mettle by taking on a side quest for the EGG. They might fight the royal champion, slay the local red dragon, or destroy the cult of Hastur one province over. If there's a timer on the adventure as a whole, this can create a whole new sense of urgency to a side trek: "Kill those cultists faster! Faster!" When the party returns, the EGG demands proof and may make a Sense Motive check if the party is suspiciously unscarred.

FEAR AND AWE

In this month's "Enemies of My Enemy" adventure, the party meets major villains such as Orcus and Malcanthet, powerful planar figures like Charon, and helpful paragons such as Morwel. In every case, the party is unlikely to want to fight (and much less likely to win!) against these epic-level threats.

To reduce the chances of a lopsided fight, the first impressions are very much geared toward showing the sheer

strength and power of the NPC's retainers, the poor tactical position of the PCs (naked in Malcanthet's palace...), and the risks associated with angering a godling. The party doesn't have to agree with the EGG's suggestions, but as the DM you need to drive home that acting rude is counterproductive. To really work these NPCs as memorable, you need to make them deliver fear and "no way!" reactions even after the initial meeting.

How can you make that clear to the party beyond the first impression? I'd say give each NPC one big, rule-breaking trick or standard gimmick. Allow them to scry and show the party any location, instantly. Give them a teleport ability to anywhere across a plane (to send the PCs right into the adventure!), the ability to break any object, or the ability to haunt the PCs dreams. I'd recommend not defining that magic with a lot of mechanics, because once the party understands it in rules terms, it's less impressive. Plus, it's tough to maintain an aura of fear and awe if you as DM always wind up looking up the details. This one power should do what you need it to do to impress the party and make the NPC look good.

Punish Smart Alecks: Whenever PCs got out of line in my game (which in that first campaign meant not going on the adventure I had prepared for them—I learned to use more subtle hooks later), bad things happened to them. Almost every visit to Allain, someone got turned into a footstool or a teacup (ok, my first-edition version of *polymorph* other was powered-up a bit). It became a running joke, but there was a serious point behind it: characters who push around, insult, or steal from major NPCs shouldn't get away with it. They might be dealt with magically or by the local justice and laws, but allowing players to show excessive disrespect toward a major NPC is a mistake. Players should be free to joke about the NPC out of game, but their characters should toe the line if they want to keep the epic NPC on their side.

MYSTERY

Ok, so hugely powerful NPCs should have a good first impression and minions or resources that inspire some degree of awe. What really makes Elminster, King Arthur, or Beowulf memorable, however, is that sense that they are larger than life. That's tough to do, but an NPC should know secrets of the setting, direct the party to uncover evil and become greater heroes, and generally inspire your players to do bigger, better things. This is where mechanics, scenery, and props go out the window. Sometimes music can help you generate an emotional response (as discussed in *Dragon* #355), but sometimes you just need to read the table.

Think about your players' consistent problems. What's the group's biggest challenge? Who disrupts the game, and why? Who needs to loosen up? What divides your party's strength against itself? Pretend for a moment that the NPC is not just powerful but deeply wise. As wise as King Solomon, Aslan, or Abraham Lincoln, looking into the party's souls. Epic NPCs are a challenge to your insight as the DM; how well do you know your party and your players?

If you can offer the party advice, a bit of prophecy, and wisdom that will make them better players, that's the winning DM moment right there. As long as your advice is directed at characters rather than their players, chances are that you won't be accused of meddling or interfering. It's a risk, but sometimes a powerful way to guide a poor, overconfident, or shy player in the right direction.

QUESTS, REWARDS, AND FAVORS

Most of the time, as the result of all that fear, respect, and mystery, when the NPC asks for a quest from the party, they'll go along. It's tough to say "no" to the Lord Commander of the Paladins of Pelor. But if the Lord Commander keeps asking them, it might wear thin. Why do the PCs agree to go on the quests and perform the favors that the NPCs ask? I'd like to think it's the heroic impulse that drives a PC to go do great deeds, but let's face it, not every player is motivated by heroism (nor should he be). Some are looking for the XP and gp, some are looking for thrills, and some just want a chance to play the biggest, strongest badass in town. They'll go along, but what's in it for them?

Reputation: Just hanging out with Mordenkainen is a plum gig. Knowing the bigwigs makes you a bigwig as well. Some players will realize this, and the others will figure it out once NPCs say, "Can you get a word in with Queen Aurala and get me in with the Arcane Congress?"

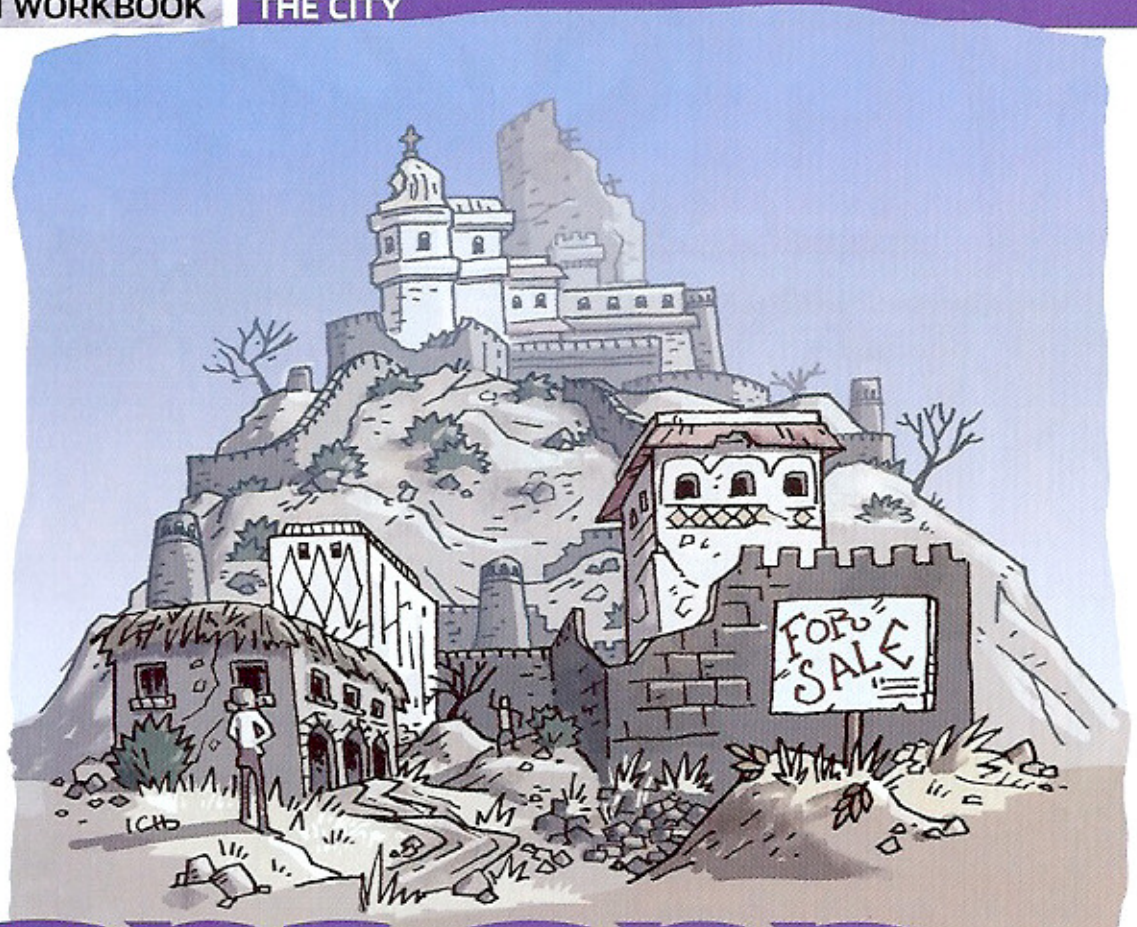
Treasures: Epic NPCs can always promise a reward, though it may make them think less of the party if the heroes seem too mercenary. Feel free to have the NPC mock them as shopkeepers if the heroes spend a lot of time quibbling over pay.

Favors: In time, a party may be able to ask the NPC for a favor in return (a *resurrection*, a *wish*, the mending of a powerful magical item, the theft of a crucial piece of information, or a temple's sacred scrolls). I'd limit this to once or twice per campaign; PCs should be doing favors for your epic NPCs, and the reverse tends to limit their ability to show authority.

CONCLUSION

Major NPCs are majorly entertaining in any campaign, but you need to have a few tricks up your sleeve to present them with an impressive entrance, show their power, and keep them interesting over time. Respect, mystery, and even fear can carry an NPC pretty far. With a little planning, you can keep an epic NPC one step ahead of the party, and offer the glow of major-player power without pushing the PCs out of the heroic spotlight.

Wolfgang Baur is an archmage in his own mind. You can find him online at wolfgangbaur.com, where he talks about game design, mutters about the declining value of heroism, writes patron adventures, and will continue writing DM advice articles.



CONS AND SWINDLES

BY RUSSELL BROWN
BY KYLE HUNTER

The next time your PCs are in the big city, add a little excitement by showing them the seedy side of urban life—introduce them to a con artist. They'll find that a con artist is no ordinary thief—he's an artist because he convinces his victims to willingly hand over money or valuables for little or nothing in return. Below you'll find the details of a few sample cons. Each of the NPCs mentioned is an accomplice in the con and receives a cut of the profits.

The Bear Bag

The setup: A finely dressed, heavy-set half-elf named **Valthor Feign** (rogue 6; Appraise +6, Bluff +12) is traveling away from a large town. When he sees the PCs approaching in the opposite direction, he hails them and warns them that the town is building a new temple of St. Cuthbert and has imposed a heavy tax on all coin and trade goods carried through the gates.

Valthor chuckles when he explains that he found a trustworthy old vegetable farmer named Heskel just outside the town walls and paid the man a few silvers to hide his money and goods while he did his business inside. He recommends that the PCs do the same, but asks them not to tell any others lest they bring thieves down on the old man. He gives them directions to the farmer's shack, then curses St. Cuthbert one last time before moving on up the road.

The sting: There is indeed a five percent tax on all coin and trade goods brought into the town, and **Heskel** (human rogue 5;

Appraise +8, Bluff +9, Sleight of Hand +10) does provide the service Valthor described, but as soon as he has a significant amount of goods under his care he absconds with them to the next town over, where he splits it with Valthor.

The Caged Bird

The setup: Osellius Freeman (male human bard 4; Bluff +10, Knowledge [local] +7, Perform [act] +10) walks proudly through the wealthier sections of town, followed by his slave **Scrub** (human female rogue 3; Bluff +7, Diplomacy +7, Sleight of Hand +9) who carries a huge stack of packages. When they see the PCs approaching, Scrub pretends to stumble, spilling all the packages into the street. Osillius waves his arms furiously and yells at her while she scrambles to gather the items. He kicks her and proclaims how glad he would be to get rid of such a stupid servant, then commands her to clean up the mess and meet him at the tavern just up the street.

If Scrub is addressed, she pitifully expresses loyalty to Osillius, explaining how she hopes to one day be able to buy her way out of indentured servitude. She refuses to run away or allow any talk of harming him, as doing so would cost her the only thing she has left—her honor.

The sting: Osillious and Scrub are lovers who hope that the PCs will feel bad enough for Scrub to pay 50 gold to buy the girl or purchase her emancipation. If the PCs buy or free Scrub, she waits a few days to avoid suspicion, then returns to Osillious to split their earnings.

The Lost Ship

The setup: Delfus Oleman (male human rogue 6; Bluff +8, Forgery +12, Deceitful) sits alone in a tavern fiddling with a few sheets of parchment and moaning quietly to himself. If the PCs express interest, he explains that he invested 300 gp in a merchant ship named the *Belle of Alhaster*, but sailors from another ship that just docked reported seeing her sunk in pirate-infested waters. His shares in the ship are now worthless.

Later, in the same tavern, the PCs overhear a sailor named **Poho Mengus** (male human bard 3, Bluff +6) claim that the sinking ship was not the *Belle*, but a sister ship he once sailed on called the *Dawn of Gold*. He describes the differences between the two ship's riggings and claims that the *Belle's* route should not have taken her anywhere near those waters.

If the PCs don't tell Delfus what they've heard and try to buy his shares from him, he gladly sells them for anything over 50 gp. If they tell him about the *Dawn of Gold*, they find that the ramblings of one sailor are not enough to convince him. He still thinks his shares are worthless and gives them to the PCs to get them out of his sight. If the PCs offer him any compensation in return, he accepts it and thanks them.

The sting: There is actually a ship out of port named the *Belle of Alhaster*, but there are no reports of her sinking and Delfus's shares are forgeries.

Castle For Sale

The setup: A man calling himself **Baron Perrasuss Nayal** (male human rogue 5, Bluff +8, Disguise +5, Knowledge [local] +5) lives a meager existence in a run-down keep next to an abandoned village. He claims to be the last in the proud line of Baron Evistus Nayal, hero of Chendl Gate. He invites passing PCs to stay the night in his drafty rooms, offering the services of his old, slow servant **Kiff** (male human rogue 7, Bluff +10, Disguise +10) and providing what hospitality he can. He talks about the keep's glory days and how bandits and worse creatures drove everyone from the village. To survive, Perrassus had to sell most of the family's holdings and has not been able to afford repairs. He now lives in the few remaining rooms that are dry and furnished.

Perrasuss admits that he is trying to sell the keep for 12,000 gp. In exchange for his hospitality, he asks that the PCs let any potential buyers know. If the PCs offer to buy the keep, Perrasuss takes them to a nearby town, where **Urun** (male human rogue 4, Forgery +8) has rented space and set up shop as a scribe. Urun draws up the necessary deed and witnesses the transfer of an old dagger that they claim acts as title. Perrassus and Kiff then immediately pack up and head off to live with relatives in the next county over.

The sting: The supposed baron and his retainer are squatters, and the keep actually belongs to another local lord, who shows up several months later to begin renovating his ancestral home.

Dead Man's Books

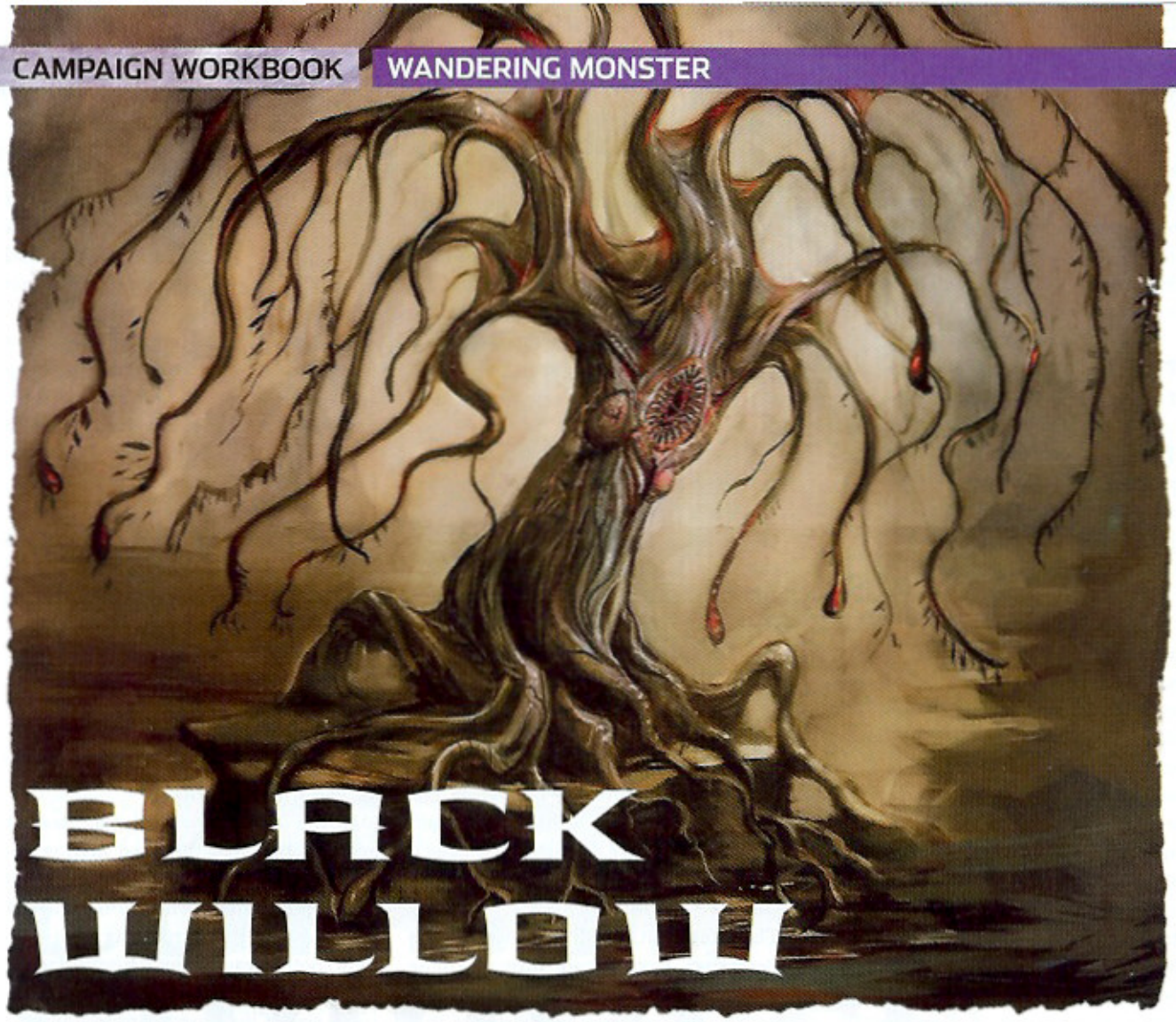
The PCs pass a small funeral procession along the road. **Renald Debali** (male human bard 4, Bluff +9, Perform [oratory] +8) pulls a two-wheeled cart containing a shrouded body surrounded by a collection of old books. The cart is followed by Renald's 12-year-old son, Alden, and his sobbing but still attractive wife, **Suanda** (female half-elf bard 4, Bluff +8, Perform [act] +10).

If the PCs show interest, Renald explains that that the dead man is his wife's father, and the books were his prized possessions. The old hermit was rich but miserly, a crotchety man who didn't bother leaving any of his substantial funds to his family or friends—hence the small size of his funeral procession.

Renald offers to let the PCs look through the books at the back of the cart and see if there are any they're interested in. According to Suanda's father, they are worth at least 20 gp each.

A simple DC 12 Appraise check reveals that the books are not worth much, made of poorly bound parchment and covering mundane topics. However, any PCs glancing through the books discover one with a hollowed-out area containing a long brass key and a scribbled address in a nearby town.

If the PCs buy the book without mentioning the key, the family continues on and makes its escape. If the PCs point out the key, the family thanks them and moves off to look for less honest prey. The key opens nothing and the address is fake. The body on the cart is a dummy made of rags, rocks, and weeds. Several different books on the cart contain keys and addresses, to maximize the chance of PCs running across one.



BLACK WILLOW

BY KEVIN BAASE,
AND ERIC JANSING,
BY PETER BERGTING,

This weeping willow tree has long, drooping branches. At its base, the enormous trunk has a cavity large enough to shelter a man.

The evil black willow is a mobile, ambulatory, carnivorous tree able to alter its appearance to be indistinguishable from other willows.

Strategies and Tactics

A black willow generally stands motionless near a stream or path and waits for prey to climb onto a safe-looking limb or take shelter under the tree's canopy, then uses its drowsiness ability to make the intruder fall asleep. It then opens a hole in its hollow appendages underneath the victim, allowing the prey to fall in and slide into the willow's trunk cavity. It can likewise open a hole in its trunk and feed a helpless victim inside.

If forced into melee, a black willow uses its lashing, whip-like branches to incapacitate opponents, lifting helpless victims into its maw.

Ecology

Black willows hunt alone, only mingling with others of their kind during seasonal cross-pollination. The trees position themselves in high-traffic areas and rarely remain in the same locale for more than a few weeks unless prey is plentiful. Black willows quickly drive off other predators and disrupt an area's natural ecosystem, prompting non-evil druids and treants to destroy them on sight. Other humanoids occasionally see black willows as symbols of death and construct funeral torches from their wood or place their branches in coffins and near graves. Broken branches can easily take root in any sort of natural terrain, and legend holds that all black willows originated from a single tree. In fact, black willows may be an offshoot of the quickwood, or "spy tree."

While black willows can gain sustenance as normal plants, they hunger for animal and humanoid flesh, enjoying halfling meat the most. Black willow bark can be used as an alchemical remedy for fever, pain, and chills, and brave woodsmen sometimes use its durable shoots to weave baskets or make charcoal from its limbs. Shipwrights fashion narrow boats from its wood, and these boats are believed to be common on the River Styx.

A black willow prefers the same areas where normal willows grow, especially moist areas like riverbanks, but can live in nearly any climate, including subterranean lakes and abandoned ruins. A typical specimen can reach 30 feet or more in height and 6–9 feet in diameter, weighing in at over 4,000 pounds. For every 4 Hit Dice a black willow gains, it gains an additional lash attack.

Treasure

Black willows do not collect treasure, but they frequently bury victims' inorganic remains in shallow holes in order to avoid arousing suspicion.

Black Willow **CR 10**

Always NE Huge plant (shapechanger)

Init –1; **Senses** low-light vision; Listen +12, Spot +12

Aura drowsiness 20 ft.

Languages Sylvan (cannot speak)

AC 24, touch 7, flat-footed 24

hp 138 (12 HD); **DR** 10/slashing

Immune plant traits

SR 19

Fort +15, **Ref** +3, **Will** +8

Spd 5 ft.

Melee 7 lashes +15 (1d4+7)

Space 15 ft.; **Reach** 15 ft. (30 ft. with lash)

Base Atk +9; **Grp** +24

Atk Options consume

Abilities Str 24, Dex 8, Con 25, Int 10, Wis 15, Cha 18

SQ mimic willow, take root

Feats Ability Focus (drowsiness), Alertness, Iron Will, Skill Focus (Disguise), Weapon Focus (lash)

Skills Disguise +32, Listen +12, Spot +12

Environment temperate woodland or marsh

Organization solitary, pair, or grove (3–6)

Treasure standard

Advancement 13–24 HD (Huge); 25–36 HD (Gargantuan)

Consume (Ex) As a free action, a black willow can create or close a 5-foot-square opening in its body. It can dump an adjacent flat-footed or helpless Medium or smaller creature into such an opening and tilt its limbs as necessary to slide the creature down the black willow's hollow interior. A conscious creature is entitled to a single DC 23 Reflex save to grab the sides and climb out. In that same round on the black willow's action, digestive sap rises from the roots to fill the interior. All creatures inside take 1d4 points of acid damage. As the sap continues to fill the chamber, the acid damage increases by 1d4 each round (2d4 points of acid damage in the second round, 3d4 points in the third, and so on) up to a maximum of 10d4 acid damage per round. The acid completely destroys any creature that reaches –10 hit points, preventing any form of raising or resurrection that requires part of the corpse.

A creature in the interior can cut its way out by using a light slashing or piercing weapon to deal 20 points of damage to the black willow's interior (AC 15). Once the creature exits, the hole closes; another opponent must cut its own way out.

Once all creatures inside the willow have escaped or been destroyed, the acid drains back into the roots at the same rate it filled the trunk cavity.

A Huge black willow's interior can hold 4 Medium, 16 Small, 64 Tiny, or 256 Diminutive or smaller creatures. The save DC is Strength-based.

Drowsiness (Su) A black willow emits an aura of drowsiness in a 20-foot radius. Every round, creatures within the aura must succeed on a DC 24 Will save or become fatigued. A creature that is already fatigued instead becomes exhausted; a creature that is already exhausted instead falls asleep. A sleeping creature automatically fails its saving throw. This is a magical sleep effect. The save DC is Charisma-based. A black willow can supress or activate this ability as a free action.

Slapping or wounding awakens an affected creature, but normal noise does not. Awakening a creature is a standard action, and a creature awakens immediately once it is no longer within the aura. When a creature awakens from this magical slumber, it is exhausted.

Mimic Willow (Su) A black willow can alter its trunk and limbs to assume the general shape of any variety of willow tree of the same size category. When mimicking a willow tree, a black willow gains a +10 racial bonus on its Disguise check. A black willow can have a smooth trunk and broad, inviting limbs, or display safe-looking trunk cavities at its base or high in the upper trunk. Anyone who examines the black willow can detect the ruse with a successful Spot check opposed by the black willow's Disguise check. A treant has a +10 racial bonus on this Spot check. Anyone with ranks in Survival or Knowledge (nature) can use one of those skills instead of Spot to notice the black willow.

Take Root (Ex) A black willow may sink its roots into the ground in any natural surface that can support at least some vegetation as a full-round action. While rooted, it gains immunity to electricity and fast healing 5, but may not move from its current position. The black willow can withdraw its roots as a standard action.

Black Willow Lore

Characters with ranks in Knowledge (nature) can learn more about black willows. When a character makes a successful skill check, the following lore is revealed, including the information from lower DCs.

DC	Result
20	This is a black willow, a type of carnivorous plant.
25	The mere presence of a black willow can lull nearby creatures to sleep.
30	A black willow can slide a helpless victim into its interior, where it fills with acidic sap that quickly consumes the victim's body completely. Indigestible items like weapons or armor are usually buried nearby.
35	Although mobile, a black willow often takes root, grounding itself against electrical attacks.

Downer
CRITICAL HIT MUTHA$@#%X!!
EH, EASY COME, EASY GO.
LOOKS LIKE I'LL HAVE TO FINE YOU. ON TOP OF THE COST OF BRINGING YOU BACK. DOWNER.
CONGRATULATIONS GOALKEEPER--
FWA/SH
HAPPY BIRTHDAY.
Story and art by Kyle Stanley Hunter. Lettering by Sean Glenn. Downer is ©2007 Kyle Stanley
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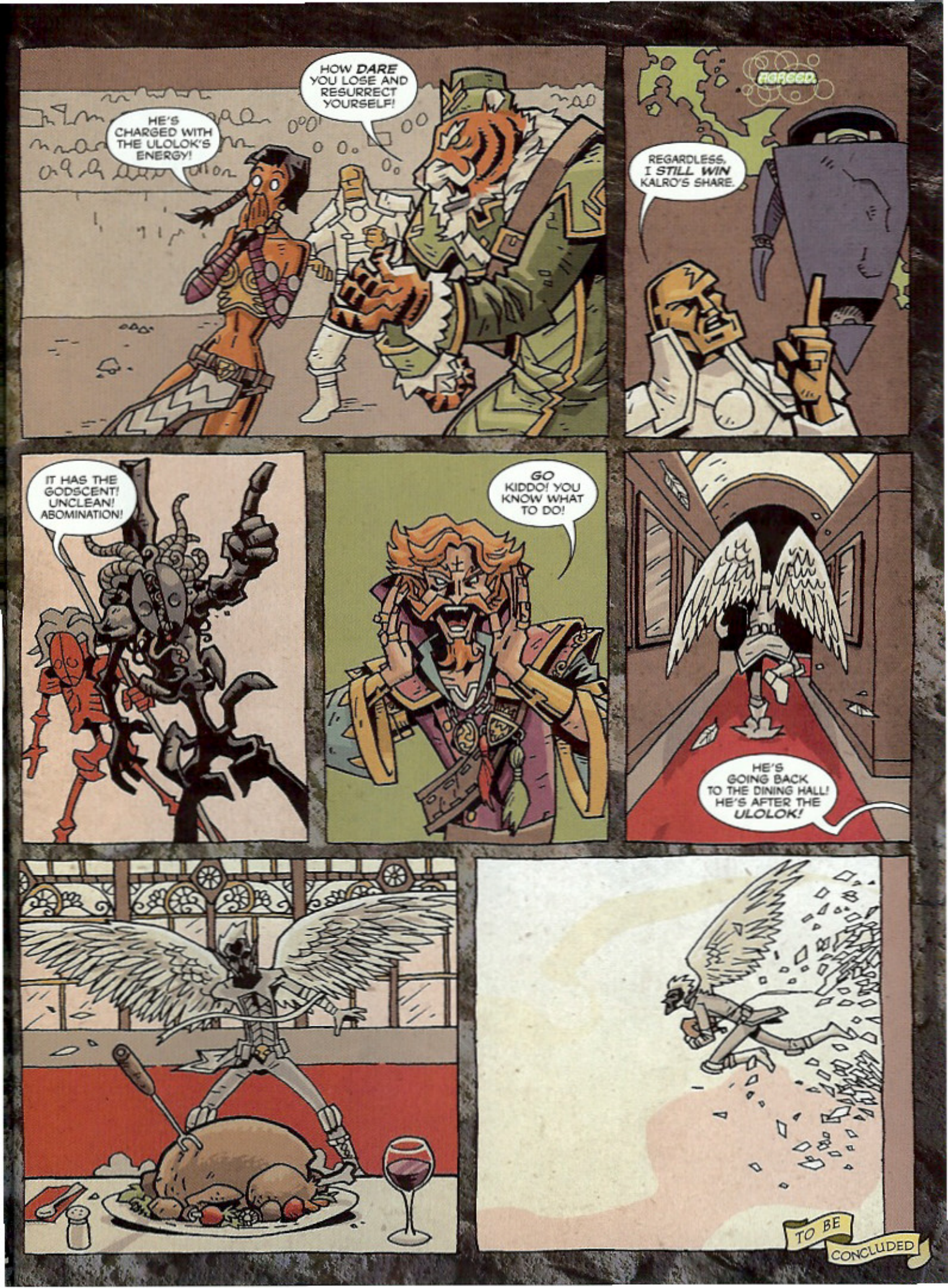
HOW DARE YOU LOSE AND RESURRECT YOURSELF!
HE'S CHARGED WITH THE ULOLOK'S ENERGY!
HORDED.
REGARDLESS, I STILL WIN KALRO'S SHARE.
IT HAS THE GODSCENT! UNCLEAN! ABOMINATION!
GO KIDDO! YOU KNOW WHAT TO DO!
HE'S GOING BACK TO THE DINING HALL! HE'S AFTER THE ULOLOK!
TO BE CONCLUDED